
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Zhejiang Shibao Company Limited** you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ZHEJIANG SHIBAO COMPANY LIMITED*

浙江世寶股份有限公司

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

(Stock Code: 1057)

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
THE RULES OF PROCEDURES FOR SHAREHOLDERS'
GENERAL MEETINGS AND THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS, AND
PROPOSED ABOLITION OF THE RULES OF PROCEDURES FOR
THE SUPERVISORY COMMITTEE, AND PROPOSED AMENDMENTS
TO THE MANAGEMENT RULES OF PROCEEDS,
(2) PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the EGM to be held at the conference room of the Company on the 3rd Floor of Office Building No. 6, 17th Avenue, Qiantang District, Hangzhou, Zhejiang Province, China on Friday, 7 November 2025 at 2:00 p.m. is set out on pages EGM-1 to EGM-2 of this circular. A proxy form for use at the EGM is also enclosed. Such proxy form is also published on the designated website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (www.zjshibao.com).

Whether or not you are able to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for the holding of the EGM (or any adjournment thereof). Completion and return of the form of proxy will not affect your rights to attend in person and vote at the EGM (or any adjournment thereof) should you so wish.

16 October 2025

* For identification purposes only

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DEFINITIONS

In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:

“2025 First EGM” or “EGM”	the extraordinary general meeting of the Company to be held at the conference room of the Company on the 3rd Floor of Office Building No. 6, 17th Avenue, Qiantang District, Hangzhou, Zhejiang Province, China on Friday, 7 November 2025 at 2:00 p.m.
“A Share(s)”	PRC listed A Shares of the Company, with nominal value of RMB1.00 each, which are listed and traded on the Shenzhen Stock Exchange
“A Shareholder(s)”	holder(s) of A Share(s)
“Articles of Association”	the articles of association of the Company, as may be amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Company”	浙江世寶股份有限公司 (Zhejiang Shibao Company Limited*), a joint stock company incorporated in the PRC with limited liability, whose H Shares and A Shares are listed on the Hong Kong Stock Exchange and on the Shenzhen Stock Exchange, respectively
“Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“H Share(s)”	overseas listed foreign Shares of the Company, with nominal value of RMB1.00 each, which are listed and traded on Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Listing Rules” or “Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	15 October 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Securities Law”	the Securities Law of the PRC (《中華人民共和國證券法》), as amended, supplemented or otherwise modified from time to time
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	A Share(s) and H Share(s), or the context requires, either of them
“Shareholder(s)”	holder(s) of the Shares
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange of the PRC
“Supervisor(s)”	supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

LETTER FROM THE BOARD



ZHEJIANG SHIBAO COMPANY LIMITED*

浙江世寶股份有限公司

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

(Stock Code: 1057)

Board of Directors:

Executive Directors:

Mr. Zhang Bao Yi (*Vice chairman and General Manager*)

Mr. Tang Hao Han

Ms. Zhang Lan Jun

Mr. Zhou Yu

Non-executive Directors:

Mr. Zhang Shi Quan (*Chairman*)

Mr. Zhang Shi Zhong

Independent non-executive Directors:

Mr. Gong Jun Jie

Mr. Min Haitao

Mr. Tsui Chun Shing

Registered Office:

No. 2290, Hehua South Street

Choujiang Jie Dao

Yiwu

Zhejiang Province

China (Postal Code 322000)

Head Office and Principal Place of

Business in Hong Kong:

Unit C, 5/F

Jonsim Place

228 Queen's Road East

Wanchai

Hong Kong

16 October 2025

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
THE RULES OF PROCEDURES FOR SHAREHOLDERS'
GENERAL MEETINGS AND THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS, AND
PROPOSED ABOLITION OF THE RULES OF PROCEDURES FOR
THE SUPERVISORY COMMITTEE, AND PROPOSED AMENDMENTS
TO THE MANAGEMENT RULES OF PROCEEDS,
(2) PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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LETTER FROM THE BOARD

1. INTRODUCTION

Reference is made to the announcement of the Company dated 16 October 2025 in relation to, among other matters, the proposed amendments to the Articles of Association, the Rules of Procedures for the Shareholders' General Meetings and the Rules of Procedures for the Board of Directors, and the proposed abolition of the Rules of Procedures for the Supervisory Committee, and the proposed amendments to the Management Rules of Proceeds.

The purpose of this circular is to provide you with, among other matters, details of the resolutions regarding (i) the proposed amendments to the Articles of Association and certain corporate governance policies of the Company; and (ii) the proposed appointment of independent non-executive Director.

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS AND THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS, AND PROPOSED ABOLITION OF THE RULES OF PROCEDURES FOR THE SUPERVISORY COMMITTEE, AND PROPOSED AMENDMENTS TO THE MANAGEMENT RULES OF PROCEEDS

In accordance with the requirements of the currently effective the Trial Administrative Measures of Overseas Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) and relevant guidelines, the Guidelines on the Articles of Association of Listed Companies (2025 Revision) (《上市公司章程指引(2025年修訂)》), the Stock Listing Rules of Shenzhen Stock Exchange (《深圳證券交易所股票上市規則》), the Hong Kong Listing Rules and other relevant laws, regulations, normative documents and self-regulatory rules, and in consideration of the actual circumstances such as the Company's business development needs, the Company intends not to establish the supervisory committee, with its functions and powers to be exercised by the Audit Committee of the Board. Concurrently, one staff director and one independent director will be added, and the relevant provisions of the existing Articles of Association, the Rules of Procedures for the Shareholders General Meetings and the Rules of Procedures for the Board of Directors will be amended. As the Supervisory Committee will be abolished after the amendment to the Articles of Association, the Rules of Procedures for the Supervisory Committee will be abolished accordingly.

According to the amendments to the Articles of Association and the relevant rules of procedure, the expression "the general meeting" (股東大會) is uniformly adjusted to "the general meeting" (股東會); due to the abolition of the supervisory committee, the audit committee shall exercise the functions and powers of the supervisory committee as stipulated in the Company Law, and the relevant clauses and descriptions of "supervisor" and "supervisory committee" are deleted, or "supervisor" and "supervisory committee" are adjusted to "members of the audit committee" and "audit committee" (collectively "**Expression Adjustment Amendments**").

LETTER FROM THE BOARD

Details of the proposed amendments to the existing Articles of Association are set out in Appendix I to this circular (the “**Proposed Amendments to Articles**”) and details of the proposed amendments to the existing Rules of Procedures for the Shareholders’ General Meetings and the Rules of Procedures for the Board of Directors are set out in Appendix II to III to this circular (together with the Proposed Amendments to Articles and the abolition of the Rules of Procedures for the Supervisory Committee, collectively referred to as the “**Proposed Amendments**”). In case of any discrepancy between the Chinese version and its English translation, the Chinese version shall prevail. The amendments to the Management Rules of Proceeds only involve Expression Adjustment Amendments and will not be compared item by item.

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

The Proposed Amendments is subject to the Shareholders’ approval by way of special resolution at the EGM. The amendment to the Management Rules of Proceeds is subject to the Shareholders’ approval by way of ordinary resolution at the EGM.

The Board authorizes the Company’s management to handle specific matters related to the filing of the proposed amendments to the Articles of Association with the Administration for Market Regulation. The personnel handling the filing may make corresponding adjustments to the proposed amendments to the Articles of Association in accordance with the opinions or requirements of the Administration for Market Regulation or other relevant government departments during the filing process. The proposed amendments to the Articles of Association shall ultimately be subject to filing with the Administration for Market Regulation.

3. PROPOSED APPOINTMENT OF DIRECTOR

To fulfill the requirement on the number of independent non-executive Director pursuant to article 144 of the revised Articles of Association and rule 3.10A of the Listing Rules, the Board proposed the additional election of Mr. Li Xing Jian as an independent non-executive Director of the eighth session of the Board for a term commencing upon approval at the EGM to the conclusion of the 2026 annual general meeting of the Company. The proposed election of Mr. Li Xing Jian is subject to the approval by the Shareholders at the EGM.

LETTER FROM THE BOARD

Mr. Li Xing Jian has given to the Company a written confirmation of his independence based on the independence guidelines as set out in rule 3.13 of the Listing Rules. The Nomination Committee has assessed and reviewed the independence of Mr. Li. The Nomination Committee is of the view that Mr. Li has satisfied all the independence guidelines set out in rule 3.13 of the Listing Rules. The Nomination Committee and the Board have reviewed and considered the experience, skills and knowledge of Mr. Li. Mr. Li has long been engaged in teaching and research in finance and economics. The Nomination Committee has recommended to the Board that the election of Mr. Li as an independent non-executive Director is to be proposed for the Shareholders' approval at the EGM. In addition to Mr. Li's experience, skills and knowledge as mentioned above, the Board has also taken into consideration that his cultural and educational background and professional experience will contribute to the diversity of the Board.

Mr. Li will enter into a service contract with the Company upon election. It is proposed that the annual remuneration of Mr. Li will be RMB60,000 (including basic salary, other benefits and pension contributions), and the exact amount will be determined by the Board in accordance with the authorization given by the Shareholders at the annual general meeting and with reference to his responsibility, experience, workload and time devoted to the Company.

The biographical details of Mr. Li Xing Jian is set out in Appendix IV to this circular.

4. EXTRAORDINARY GENERAL MEETING

No Shareholder is required to abstain from voting in connection with the matters to be resolved at the EGM.

A notice convening the EGM to be held at the conference room of the Company on the 3rd Floor of Office Building No. 6, 17th Avenue, Qiantang District, Hangzhou, Zhejiang Province, China on Friday, 7 November 2025 at 2:00 p.m. is set out on pages EGM-1 to EGM-2 of this circular. A proxy form for use at the EGM is also enclosed. Such proxy form is also published on the designated website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (www.zjshibao.com).

Whether or not you are able to attend the EGM, you are requested to complete and return the form of proxy accompanying this circular in accordance with the instructions printed thereon to the Hong Kong H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H Shares only) at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or the registered office of the Company (for holders of A Shares only) at No. 2290, Hehua South Street, Choujiang Jie Dao, Yiwu, Zhejiang Province, China (Postal Code 322000) as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

LETTER FROM THE BOARD

There will be no book closure period for the register of members of H Shareholders of the Company. H Shareholders whose names appear on the register of members of the Company on Monday, 3 November 2025 (i.e. the Record Date) are entitled to attend the EGM. All transfers accompanied by the relevant H Share certificates must be lodged with the Hong Kong H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H Shares only) at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 3 November 2025.

5. RECOMMENDATION

The Board considers that the resolutions to be proposed at the EGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions set forth in the notice of the EGM.

6. VOTING BY WAY OF POLL

Pursuant to rule 13.39 of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the EGM will therefore demand a poll for every resolution put to the vote at the EGM.

7. RESPONSIBILITY STATEMENT

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

Yours faithfully,
By Order of the Board
Zhejiang Shibao Company Limited
Zhang Shi Quan
Chairman

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The full text of the proposed amendments to the Articles of Association is set out below.

COMPARISON TABLE ON THE MAJOR AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF ZHEJIANG SHIBAO COMPANY LIMITED

S/N	Existing Articles of the Rules of Procedures	Proposed Amendments to Articles of the Rules of Procedures
1	Article 34 Shares of the Company may be transferred, transferred as gift, inherited and mortgaged pursuant to relevant laws, administrative regulations and provisions of the Articles of Association. Transfer or transmission of shares of the Company shall be registered with the share registrar designated by the Company and transfer formalities be handled in accordance with relevant regulations.	Article 34 Shares of the Company may be transferred, transferred as gift, inherited and mortgaged pursuant to relevant laws, administrative regulations and provisions of the Articles of Association. Transfer or transmission of shares of the Company can be registered with the share registrar designated by the Company and transfer formalities shall be handled in accordance with relevant regulations. Subject to all applicable laws and regulations (including the Securities and Futures Ordinance and the Securities and Futures (Uncertificated Securities Market) Rules (Chapter 571AS) made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (hereinafter referred to as the “USM Rules”)), the transfer of shares may be effected through an uncertificated securities registration and transfer system (in respect of the Company’s H Shares or securities, meaning a system (together with certain programmes and other facilities) operated by computer and having the following functions: to enable the ownership of H Shares and securities to be evidenced and transferred without instruments; and to facilitate supplementary and incidental matters), the Central Clearing and Settlement System operated by Hong Kong Securities Clearing Company Limited (hereinafter referred to as the “CCASS”), or any other system approved by the designated stock exchange or securities regulatory commission in paperless form.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S/N	Existing Articles of the Rules of Procedures	Proposed Amendments to Articles of the Rules of Procedures
2	Article 43 The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authority of the State Council and overseas securities regulatory organisations, maintain the register of shareholders for overseas listed foreign shares in foreign countries and appoint an overseas agent to manage such register. The original register of shareholders for H Shares shall be maintained in Hong Kong, which shall be available for shareholders' inspection. A duplicate of the register of shareholders for overseas listed foreign shares shall be maintained at the Company's residence. The appointed overseas agent shall ensure consistency between the original and the duplicate register of shareholders for overseas listed foreign shares at all times. If there is any inconsistency between the original and the duplicate register of shareholders for overseas listed foreign shares, the original register of shareholders shall prevail.	Article 43 The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authority of the State Council and overseas securities regulatory organisations, maintain the register of shareholders for overseas listed foreign shares in foreign countries and appoint an overseas agent to manage such register. The original register of shareholders for H Shares shall be maintained in Hong Kong, which shall be available for shareholders' and designated equity (as defined in the USM Rules) holders' inspection. A duplicate of the register of shareholders for overseas listed foreign shares shall be maintained at the Company's residence. The appointed overseas agent shall ensure consistency between the original and the duplicate register of shareholders for overseas listed foreign shares at all times. If there is any inconsistency between the original and the duplicate register of shareholders for overseas listed foreign shares, the original register of shareholders shall prevail.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S/N	Existing Articles of the Rules of Procedures	Proposed Amendments to Articles of the Rules of Procedures
3	Article 46 All the fully paid-up H Shares can be freely transferred (subject to the situations permitted by Hong Kong Stock Exchange) without the restriction of any lien. However, the board of directors may refuse to recognise any instrument of transfer without giving any reason unless such transfer is carried out in compliance with the following conditions: (1) transfer document and other document relating to or affecting ownership of any shares must be registered and a registration fee must be paid to the Company as per the standard specified in the Listing Rules; (2) transfer documents are related to H Shares only; (3) stamp duty as required by laws in Hong Kong has been paid for the transfer document; (4) relevant share certificates and evidence that the transferor has the right to transfer such shares as reasonably required by the board of directors shall be provided; (5) if the shares are to be transferred to joint holders, the number of joint holders shall not exceed four (4); (6) the Company has no lien over the relevant shares. Any holder of H Shares may transfer all or part of his shares of the Company via the common written transfer document of Hong Kong or via a transfer document signed by hand or in printed form. The standard transfer form specified by Hong Kong Stock Exchange may be used for the aforesaid share transfer. The transfer document shall be signed by the transferor and transferee either by hand or in printed form. All transfer documents shall be kept at the legal address of the Company, the address of share registrar or other place designated by the board of directors from time to time.	Article 46 All the fully paid-up H Shares can be freely transferred (subject to the situations permitted by Hong Kong Stock Exchange) without the restriction of any lien. However, the board of directors may refuse to recognise any instrument of transfer (if applicable) without giving any reason unless such transfer is carried out in compliance with the following conditions: (1) transfer document and other document (if applicable) relating to or affecting ownership of any shares must be registered and a registration fee must be paid to the Company as per the standard specified in the Listing Rules; (2) transfer documents are related to H Shares only; (3) stamp duty as required by laws in Hong Kong has been paid for the transfer document; (4) for shares in paper form, relevant share certificates and evidence that the transferor has the right to transfer such shares as reasonably required by the board of directors shall be provided; (5) if the shares are to be transferred to joint holders, the number of joint holders shall not exceed four (4); (6) the Company has no lien over the relevant shares. Every person whose name is entered as an H Shareholder in the Register shall be entitled to hold their shares in uncertificated form through the uncertificated securities registration and transfer system, the Central Clearing and Settlement System, or any other system approved under the Securities and Futures Ordinance and the USM Rules (as applicable) in compliance with the Listing Rules and other relevant regulations. If shares are held in paper form, any holder of H Shares may transfer all or part of his shares of the Company via the common written transfer document of Hong Kong or via a transfer document signed by hand or in printed form. The standard transfer form specified by Hong Kong Stock Exchange may be used for the aforesaid share transfer. The transfer document shall be signed by the transferor and transferee either by hand or in printed form. All transfer documents shall be kept at the legal address of the Company, the address of share registrar or other place designated by the board of directors from time to time. The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer, and registration of its H Shares in uncertificated form, including electronic processes for corporate actions, as required by the uncertificated securities market regime.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S/N	Existing Articles of the Rules of Procedures	Proposed Amendments to Articles of the Rules of Procedures
4	Article 57 Where the directors, general managers, deputy general managers and other senior managerial officers violate the laws, administrative regulations or the provisions of this Articles of Association in time of fulfilling their duties and thereby have caused damage to the Company, the shareholders with one per cent (1%) of shares singly or jointly for no less than one hundred and eighty (180) days are entitled to require supervisory committee in written application to file a suit to the People's Court; where the violation of law by supervisory committee in time of performing its duty causes damage to the Company, the shareholders are entitled to require the board of directors in written application to file a suit to the People's Court (for holders of foreign shares, refer to article 267 of the Articles of Association). Where the supervisory committee and board of directors refuse to file suit after having received the written application as described in the aforesaid paragraph, or fail to do so within thirty (30) days as of its acknowledgement, or the delayed sue may cause irreparable loss to the Company, the shareholders as prescribed in the aforesaid paragraph are entitled to file a suit directly to the People's Court in their own names (for holders of foreign shares, refer to article 267 of the Articles of Association). Where the infringement of the lawful rights of the Company has caused damage to the Company, the shareholders as prescribed in paragraph 1 of this article are entitled to file a suit to the People's Court pursuant to aforesaid 2 paragraphs (for holders of foreign shares, refer to article 267 of the Articles of Association). Where the violation of laws, administrative regulations or the provisions of this Articles of Association by the directors, general managers, deputy managers and other senior managerial officers has caused damage to the shareholders, the latter may file a suit to the People's Court (for holders of foreign shares, refer to article 267 of the Articles of Association).	Article 57 Where the directors, general managers, deputy general managers and other senior managerial officers other than the members of the Audit Committee violate the laws, administrative regulations or the provisions of this Articles of Association in time of fulfilling their duties and thereby have caused damage to the Company, the shareholders with one per cent (1%) of shares singly or jointly for no less than one hundred and eighty (180) days are entitled to require audit committee in written application to file a suit to the People's Court; where the violation of law by audit committee members in time of performing their duty causes damage to the Company, the shareholders are entitled to require the board of directors in written application to file a suit to the People's Court (for holders of foreign shares, refer to article 249 of the Articles of Association). Where the audit committee and board of directors refuse to file suit after having received the written application as described in the aforesaid paragraph, or fail to do so within thirty (30) days as of its acknowledgement, or the delayed sue may cause irreparable loss to the Company, the shareholders as prescribed in the aforesaid paragraph are entitled to file a suit directly to the People's Court in their own names (for holders of foreign shares, refer to article 249 of the Articles of Association). Where the infringement of the lawful rights of the Company has caused damage to the Company, the shareholders as prescribed in paragraph 1 of this article are entitled to file a suit to the People's Court pursuant to aforesaid 2 paragraphs (for holders of foreign shares, refer to article 249 of the Articles of Association). Where the violation of laws, administrative regulations or the provisions of this Articles of Association by the directors, general managers, deputy managers and other senior managerial officers has caused damage to the shareholders, the latter may file a suit to the People's Court (for holders of foreign shares, refer to article 249 of the Articles of Association).

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S/N	Existing Articles of the Rules of Procedures	Proposed Amendments to Articles of the Rules of Procedures
5	Article 63 The general meeting is the body conferring authority on the Company, which exercises the following powers in accordance with laws: (1) to decide on the Company's operational policies and investment plans; (2) to elect or replace the directors, and decide on matters relating to the remuneration of directors; (3) to elect and replace supervisors not representing the staffs, and to decide remuneration of the relevant supervisor; (4) to consider and approve reports of the board of directors; (5) to consider and approve reports of the supervisory committee; (6) to consider and approve the Company's proposed annual financial budget and final accounts; (7) to consider and approve the Company's proposals for profit distribution and recovery of losses; (8) to resolve on the increase or reduction in the Company's registered capital; (9) to resolve on issues such as material external investment, merger, division, dissolution and liquidation of the Company; (10) to resolve on the issue of bonds of the Company; (11) to resolve on the appointment, removal or cessation of appointment of the Company's accountants firm; (12) to amend the Articles of Association of the Company; (13) to consider motions of shareholders representing three per cent (3%) (inclusive) or more of the voting shares in the Company; (14) to consider and approve particulars of external guarantee prescribed in article 64; (15) to consider and approve material purchase or sale of assets of the Company within 1 year with value over 30% of the total assets; (16) to consider and approve change in use of proceeds; (17) to consider and approve share incentive scheme and employee shareholding plan; (18) to resolve on any other matters at general meetings as required under the laws, administrative regulations and this Articles of Association. Proceedings which, in accordance with the provisions of the laws, administrative regulations and the Articles of Association, are required to be approved by the general meetings must only be considered at such meetings so as to protect the decision-making power of the shareholders of the Company on such proceedings. Under necessary and reasonable circumstances, the general meeting may authorize the board of directors to decide, as permitted by laws, regulations and the Articles of Association and within the scope of authorization granted by the general meeting, specific issues relating to proceedings which cannot be decided at the general meeting. Unless otherwise under special emergency circumstances, the Company shall not, without the approval of the shareholders' general meetings, enter into any contract with any person other than directors, manager and other senior management members for authorization of management of all or substantial part of business of the Company to such persons.	Article 63 The general meeting is the body conferring authority on the Company, which exercises the following powers in accordance with laws: (1) to decide on the Company's operational policies and investment plans; (2) to elect or replace the non-staff directors, and decide on matters relating to the remuneration of directors; (3) to consider and approve reports of the board of directors; (4) to consider and approve the Company's proposed annual financial budget and final accounts; (5) to consider and approve the Company's proposals for profit distribution and recovery of losses; (6) to resolve on the increase or reduction in the Company's registered capital; (7) to resolve on issues such as material external investment, merger, division, dissolution and liquidation of the Company; (8) to resolve on the issue of bonds of the Company; (9) to resolve on the appointment, removal or cessation of appointment of the Company's accountants firm; (10) to amend the Articles of Association of the Company; (11) to consider motions of shareholders representing one per cent (1%) (inclusive) or more of the voting shares in the Company; (12) to consider and approve particulars of external guarantee prescribed in article 64; (13) to consider and approve material purchase or sale of assets of the Company within 1 year with value over 30% of the total assets; (14) to consider and approve change in use of proceeds; (15) to consider and approve share incentive scheme and employee shareholding plan; (16) to resolve on any other matters at general meetings as required under the laws, administrative regulations and this Articles of Association. Proceedings which, in accordance with the provisions of the laws, administrative regulations and the Articles of Association, are required to be approved by the general meetings must only be considered at such meetings so as to protect the decision-making power of the shareholders of the Company on such proceedings. Under necessary and reasonable circumstances, the general meeting may authorize the board of directors to decide, as permitted by laws, regulations and the Articles of Association and within the scope of authorization granted by the general meeting, specific issues relating to proceedings which cannot be decided at the general meeting. Unless otherwise under special emergency circumstances, the Company shall not, without the approval of the shareholders' general meetings, enter into any contract with any person other than directors, manager and other senior management members for authorization of management of all or substantial part of business of the Company to such persons.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S/N	Existing Articles of the Rules of Procedures	Proposed Amendments to Articles of the Rules of Procedures
6	Article 66 General meetings shall be divided into annual general meetings and extraordinary general meetings. The general meetings shall be convened by the board of directors. Annual general meetings are held once every year within six (6) months after the last financial year end. The board of directors shall convene an extraordinary general meeting within two (2) months following the date of such circumstances: (1) when the number of directors falls below the number required by the Company Law or two-thirds (2/3) of the number required by the Articles of Association; (2) when the losses of the Company which have not been made up amount to one-third (1/3) of the total share capital of the Company; (3) upon written requisition of shareholders holding ten per cent (10%) (inclusive) or more of the issued shares carrying voting rights (excluding treasury shares) for the convening of an extraordinary general meeting; (4) when the board of directors deems necessary or the supervisory committee proposes to convene the same; and (5) other circumstances as required under the laws, administrative regulations, departmental rules or the Articles of Association. The number of shares as referred in (3) above is calculated based on the shares being held by the relevant shareholders at the time when they give a written requisition. If the Company fails to convene the general meeting within the above period, it shall report to the authority appointed by CSRC in the location of the Company and the stock exchange where its shares are listed, and shall give the reasons and make an announcement in respect thereof. The general meeting shall set up a venue and be held in the form of an on-site meeting. The Company will also provide online voting to facilitate shareholders' participation in general meetings. Shareholders who participate in the general meeting of shareholders through the above methods shall be deemed to have attended.	Article 66 General meetings shall be divided into annual general meetings and extraordinary general meetings. The general meetings shall be convened by the board of directors. Annual general meetings are held once every year within six (6) months after the last financial year end. The board of directors shall convene an extraordinary general meeting within two (2) months following the date of such circumstances: (1) when the number of directors falls below the number required by the Company Law or two-thirds (2/3) of the number required by the Articles of Association; (2) when the losses of the Company which have not been made up amount to one-third (1/3) of the total share capital of the Company; (3) upon written requisition of shareholders holding ten per cent (10%) (inclusive) or more of the issued shares carrying voting rights (excluding treasury shares) for the convening of an extraordinary general meeting; (4) when the board of directors deems necessary or the audit committee proposes to convene the same; and (5) other circumstances as required under the laws, administrative regulations, departmental rules or the Articles of Association. The number of shares as referred in (3) above is calculated based on the shares being held by the relevant shareholders at the time when they give a written requisition. If the Company fails to convene the general meeting within the above period, it shall report to the authority appointed by CSRC in the location of the Company and the stock exchange where its shares are listed, and shall give the reasons and make an announcement in respect thereof. The general meeting shall set up a venue and be held in the form of an on-site meeting. The Company will also provide online voting to facilitate shareholders' participation in general meetings, leverage technology to convene general meetings virtually, allowing shareholders to vote electronically. Shareholders who participate in the general meeting of shareholders through the above methods shall be deemed to have attended, and shall be entitled to speak and vote.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S/N	Existing Articles of the Rules of Procedures	Proposed Amendments to Articles of the Rules of Procedures
7	Article 73 To convene an annual general meeting of the Company, the Company shall issue a written notice 20 days prior to the meeting informing all the registered shareholders of the matters to be considered at and the date and place of the meeting; in the case of an extraordinary general meeting, the Company shall issue a written notice 15 days prior to the meeting informing all the registered shareholders of the matters to be considered at and the date and place of the meeting. When the Company convenes a meeting of class shareholders, the period of notice and the notification method shall be as specified in article 131 of the Articles of Association. In calculating the notice period, the date of issue of notice and date of meeting shall be excluded.	Article 73 To convene an annual general meeting of the Company, the Company shall issue a written notice 21 days prior to the meeting informing all the registered shareholders of the matters to be considered at and the date and place of the meeting; in the case of an extraordinary general meeting, the Company shall issue a written notice 15 days prior to the meeting informing all the registered shareholders of the matters to be considered at and the date and place of the meeting. When the Company convenes a meeting of class shareholders, the period of notice and the notification method shall be as specified in article 131 of the Articles of Association. In calculating the notice period, the date of issue of notice and date of meeting shall be excluded.
8	Article 74 Where convening the general meeting, the board of directors, supervisory committee and shareholders singly or jointly holding more than three per cent (3%) of the Company's share are entitled to raise proposal to the Company. The Company shall include such items of the proposal that are within the scope of duty of the general meeting to the meeting agenda. Motions in the general meeting shall fulfill the following conditions: (1) the contents are not in contradiction with the requirements under the laws, administrative regulations and the Articles of Association, and within the Company's operation scope and the scope of powers of the general meeting; (2) with specific subject and actual matters to be resolved; (3) submitted or delivered to the board of directors in writing. Shareholders singly or jointly holding more than three per cent (3%) of the Company's share may, ten (10) days prior to the convention of the general meeting, raise interim proposal and submit it to the convener in written form. The convener shall, within two (2) days after its acknowledgement, issue a supplemental notice of the general meeting and announce the content of the interim proposal. Save as prescribed in the previous paragraphs, the convener shall not, after having issued notice hereof, revise the proposals set out in the notice of general meeting or add new proposals. Where the proposals are failed to be set out or not comply with the prescribed paragraph of this Articles of Association, the general meeting shall not vote and make resolution.	Article 74 Where convening the general meeting, the board of directors, audit committee and shareholders singly or jointly holding more than one per cent (1%) of the Company's share are entitled to raise proposal to the Company. The Company shall include such items of the proposal that are within the scope of duty of the general meeting to the meeting agenda. Motions in the general meeting shall fulfill the following conditions: (1) the contents are not in contradiction with the requirements under the laws, administrative regulations and the Articles of Association, and within the Company's operation scope and the scope of powers of the general meeting; (2) with specific subject and actual matters to be resolved; (3) submitted or delivered to the board of directors in writing. Shareholders singly or jointly holding more than one per cent (1%) of the Company's share may, ten (10) days prior to the convention of the general meeting, raise interim proposal and submit it to the convener in written form. The convener shall, within two (2) days after its acknowledgement, issue a supplemental notice of the general meeting and announce the content of the interim proposal. Save as prescribed in the previous paragraphs, the convener shall not, after having issued notice hereof, revise the proposals set out in the notice of general meeting or add new proposals. Where the proposals are failed to be set out or not comply with the prescribed paragraph of this Articles of Association, the general meeting shall not vote and make resolution.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S/N	Existing Articles of the Rules of Procedures	Proposed Amendments to Articles of the Rules of Procedures
9	Article 76 A notice of general meeting shall meet the following requirements: (1) be in writing; (2) stock registration date of the shareholder having the right to attend the general meeting; (3) specify the venue, date and time of the meeting; (4) state the matters to be discussed at the meeting; (5) provide such information and explanation as are necessary for the shareholders to make an informed decision on issues to be discussed; including (but not limited to) where a proposal is made to amalgamate the Company with another, repurchase shares of the Company, reorganise the share capital, or restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed contract, if any, and the cause and effect of such proposal must be properly explained; (6) contain a disclosure of the nature and extent of the material interests of any director, supervisor, general manager, deputy general manager or other senior managerial officer in the matters to be discussed and the effect of the matters to be discussed on such director, supervisor, general manager, deputy general manager or other senior managerial officer in his capacity as shareholder in so far as it is different from the effect on the interests of other shareholders of the same class; (7) contain the full text of any special resolution to be proposed at the meeting; (8) contain a clear statement that a shareholder entitled to attend and vote is entitled to appoint one (1) or more proxies to attend and vote at such meeting on his behalf and that a proxy need not be a shareholder; (9) specify the time and place for lodging the proxy form for the relevant meeting; (10) name and phone number of the permanent contact person for conference affairs; (11) where the general meeting adopts means of internet, it shall, in the notice, set out expressly the voting time and procedures of internet means.	Article 76 A notice of general meeting shall meet the following requirements: (1) be in writing; (2) stock registration date of the shareholder having the right to attend the general meeting; (3) specify the venue, date and time of the meeting; (4) state the matters to be discussed at the meeting; (5) provide such information and explanation as are necessary for the shareholders to make an informed decision on issues to be discussed; including (but not limited to) where a proposal is made to amalgamate the Company with another, repurchase shares of the Company, reorganise the share capital, or restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed contract, if any, and the cause and effect of such proposal must be properly explained; (6) contain a disclosure of the nature and extent of the material interests of any director, general manager, deputy general manager or other senior managerial officer in the matters to be discussed and the effect of the matters to be discussed on such director, general manager, deputy general manager or other senior managerial officer in his capacity as shareholder in so far as it is different from the effect on the interests of other shareholders of the same class; (7) contain the full text of any special resolution to be proposed at the meeting; (8) contain a clear statement that a shareholder entitled to attend and vote is entitled to appoint one (1) or more proxies to attend and vote at such meeting on his behalf and that a proxy need not be a shareholder; (9) specify the time and place for lodging the proxy form for the relevant meeting; (10) name and phone number of the permanent contact person for conference affairs; (11) where the general meeting adopts means of internet, it shall, in the notice, set out expressly the voting time and procedures of internet means.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S/N	Existing Articles of the Rules of Procedures	Proposed Amendments to Articles of the Rules of Procedures
	The notice and supplementary notice of the general meeting shall fully and completely disclose all the details of the proposals. In the event that independent directors are required to express their opinions on the matters to be discussed, a notice of shareholders' general meeting or a supplementary notice shall, when given, also disclose the opinions and reasons of the independent directors. Voting at the shareholders' general meeting on the network or otherwise shall commence not earlier than 3:00 p.m. on the day prior to an on-site shareholders' general meeting, and not later than 9:30 a.m. on the day of the on-site shareholders' general meeting, and shall finish not earlier than 3:00 p.m. on the day of closing the on-site shareholders' general meeting. The time gap between the stock registration date and the date of meeting shall be no more than seven working days. Once the stock registration date is fixed, it shall not be altered. The convener shall inform each shareholder of the annual general meeting not less than 21 days before the meeting, and shall inform each shareholder of the extraordinary general meeting not less than 14 days before the meeting. In determining the commencement date and the period, the Company shall not include the date on which the meeting is held. The written reply from shareholders who intend to attend general meetings shall include the following contents: (1) the time of receipt of written notice of general meeting; (2) the content of the written notice of general meeting is complete and clear; (3) whether oneself will attend in person; if not, whether a proxy is appointed to attend; and (4) the name and telephone number of oneself or his proxy.	The notice and supplementary notice of the general meeting shall fully and completely disclose all the details of the proposals. In the event that independent directors are required to express their opinions on the matters to be discussed, a notice of shareholders' general meeting or a supplementary notice shall, when given, also disclose the opinions and reasons of the independent directors. The time gap between the stock registration date and the date of meeting shall be no more than seven working days. Once the stock registration date is fixed, it shall not be altered. The convener shall inform each shareholder of the annual general meeting not less than 21 days before the meeting, and shall inform each shareholder of the extraordinary general meeting not less than 15 days before the meeting. In determining the commencement date and the period, the Company shall not include the date on which the meeting is held. The written reply from shareholders who intend to attend general meetings shall include the following contents: (1) the time of receipt of written notice of general meeting; (2) the content of the written notice of general meeting is complete and clear; (3) whether oneself will attend in person; if not, whether a proxy is appointed to attend; and (4) the name and telephone number of oneself or his proxy.
10	Article 79 Any shareholder who is entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxies to attend and vote as directed by the shareholder, and a proxy so appointed shall: (1) have the same right as the shareholder to speak at the meeting; and (2) have the right to vote on a poll.	Article 79 Any shareholder who is entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether a shareholder or not) as his proxies to attend and vote as directed by the shareholder, and a proxy so appointed shall: (1) have the same right as the shareholder to speak at the meeting; and (2) have the right to vote on a poll (unless a particular shareholder is required under the Listing Rules to abstain from voting on a particular matter).

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S/N	Existing Articles of the Rules of Procedures	Proposed Amendments to Articles of the Rules of Procedures
11	Article 131 To convene the meeting of class shareholders, the Company shall, at least 20 days prior to the annual general meeting (excluding the date of issue of notice and date of meeting) or at least 15 days prior to the extraordinary general meeting (excluding the date of issue of notice and date of meeting), give registered holders of shares of the class, written notice, specifying matters to be considered at the meeting and the date and place of the meeting.	Article 131 To convene the meeting of class shareholders, the Company shall, at least 21 days prior to the annual general meeting (excluding the date of issue of notice and date of meeting) or at least 15 days prior to the extraordinary general meeting (excluding the date of issue of notice and date of meeting), give registered holders of shares of the class, written notice, specifying matters to be considered at the meeting and the date and place of the meeting.
12	Article 144 The Company shall establish the board of directors. The board of directors shall have nine (9) directors. The board of directors shall have one (1) chairman and two (2) deputy chairman. External director shall constitute half (1/2) or more of the total number of the board of directors, and independent director shall constitute one-third (1/3) or more of the total number of the board of directors. The board of directors of the Company shall establish the audit committee, nomination committee, remuneration committee and relevant special committee like strategic committee when necessary. The special committees shall be responsible to the board of directors, and perform their duties in accordance with these Articles and the authorization of the board of directors, and their proposals shall be submitted to the board of directors for consideration and decision. All member of the special committees shall be directors, among which, the majority of the members of the audit committee, the nomination committee and the remuneration committee shall be independent directors who also convene the meeting of such committees. The chairman of the audit committee shall be an accounting professional in accordance with the rules of stock exchanges. The board of directors is responsible for formulating working rules to standardize the operation of the special committees.	Article 144 The Company shall establish the board of directors. The board of directors shall have eleven (11) directors, one of whom shall be staff director. The board of directors shall have one (1) chairman and two (2) deputy chairman. External director shall constitute half (1/2) or more of the total number of the board of directors, and independent director shall constitute one-third (1/3) or more of the total number of the board of directors. The staff directors shall be elected by staff of the Company democratically at staff representatives' meeting, staff's meeting or other forms, and without submission to the general meeting for discussion and approval. The board of directors of the Company shall establish the audit committee, nomination committee, remuneration committee and relevant special committee like strategic committee when necessary. The audit committee shall perform the functions and powers of the supervisory committee as stipulated in the Company Law. The special committees shall be responsible to the board of directors, and perform their duties in accordance with these Articles and the authorization of the board of directors, and their proposals shall be submitted to the board of directors for consideration and decision. All member of the special committees shall be directors, among which, the majority of the members of the audit committee, the nomination committee and the remuneration committee shall be independent directors who also convene the meeting of such committees. The chairman of the audit committee shall be an accounting professional in accordance with the rules of stock exchanges. The board of directors is responsible for formulating working rules to standardize the operation of the special committees.
13	Chapter 14 Supervisory Committee	Delete this chapter as a whole

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

S/N	Existing Articles of the Rules of Procedures	Proposed Amendments to Articles of the Rules of Procedures
14	Article 202 In performing his duty, a director, supervisor, general manager, deputy general manager and other senior managerial officer of the Company shall observe the fiduciary principle and shall not put himself in a position where his personal interests and the obligations undertaken may conflict. Such principle shall include (but not limited to) the undertaking of the following obligations: (1) to act honestly in the best interests of the Company; (2) to exercise powers within, and not to exceed the scope of, his authority; (3) to exercise the discretionary power vested in him personally and not to be manipulated by others; no discretionary powers shall be transferred to other persons without the permission of laws or administrative regulations or the informed consent of the general meeting; (4) to treat the shareholders of the same class equally and to be fair to the shareholders of different classes; (5) unless otherwise provided in this Articles of Association or with the approval granted with the informed consent of the general meeting, no contract, transaction or arrangement shall be entered into with the Company; (6) no property of the Company shall be used in any manner for private benefit without the informed consent of the general meeting; (7) not to take advantage of his authority to receive bribery or other illegal incomes, and not to embezzle the assets of the Company in any way including but not limited to opportunities beneficial to the Company; (8) not to receive any commission from transactions related to the Company without the informed consent of the general meeting; (9) to abide by the Articles of Association, to perform his duties faithfully, to protect the interests of the Company, and not to pursue personal benefits by exploiting his position and authority in the Company;	Article 184 In performing his duty, a director, general manager, deputy general manager and other senior managerial officer of the Company shall observe the fiduciary principle and shall not put himself in a position where his personal interests and the obligations undertaken may conflict. Such principle shall include (but not limited to) the undertaking of the following obligations: (1) to act honestly in the best interests of the Company; (2) to exercise powers within, and not to exceed the scope of, his authority; (3) to exercise the discretionary power vested in him personally and not to be manipulated by others; no discretionary powers shall be transferred to other persons without the permission of laws or administrative regulations or the informed consent of the general meeting; (4) to treat the shareholders of the same class equally and to be fair to the shareholders of different classes; (5) unless otherwise provided in this Articles of Association or with the approval granted with the informed consent of the general meeting, no contract, transaction or arrangement shall be entered into with the Company; (6) no property of the Company shall be used in any manner for private benefit without the informed consent of the general meeting; (7) not to take advantage of his authority to receive bribery or other illegal incomes, and not to embezzle the assets of the Company in any way including but not limited to opportunities beneficial to the Company; (8) not to receive any commission from transactions related to the Company without the informed consent of the general meeting; (9) to abide by the Articles of Association, to perform his duties faithfully, to protect the interests of the Company, and not to pursue personal benefits by exploiting his position and authority in the Company;

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S/N	Existing Articles of the Rules of Procedures	Proposed Amendments to Articles of the Rules of Procedures
	(10) not to compete in any way with the Company without the informed consent of the general meeting; (11) not to embezzle the funds of the Company or to lend the funds of the Company to others; not to deposit the assets of the Company in accounts opened under his own name or the name of other persons; not to use the assets of the Company as security for the liabilities of the shareholders of the Company or other personal liabilities; and (12) unless otherwise permitted by informed consent of the general meeting, no confidential information of the Company acquired during his term of office shall be disclosed; unless the objective is serving the interests of the Company, no such information shall be used; however, such information may be disclosed to a court of law or other governmental supervisory authorities under the following situations: 1. disclosure is provided under the law; 2. disclosure is required in the public interest; and 3. disclosure is required in the interests of such director, supervisor, general manager and other senior managerial officers.	(10) not to compete in any way with the Company without the informed consent of the general meeting; (11) not to embezzle the funds of the Company or to lend the funds of the Company to others; not to deposit the assets of the Company in accounts opened under his own name or the name of other persons; not to use the assets of the Company as security for the liabilities of the shareholders of the Company or other personal liabilities; and (12) unless otherwise permitted by informed consent of the general meeting, no confidential information of the Company acquired during his term of office shall be disclosed; unless the objective is serving the interests of the Company, no such information shall be used; however, such information may be disclosed to a court of law or other governmental supervisory authorities under the following situations: 1. disclosure is provided under the law; 2. disclosure is required in the public interest; and 3. disclosure is required in the interests of such director, general manager, deputy general manager and other senior managerial officers.
15	Article 274 The Articles of Association shall be written in Chinese. Where the versions written in other languages have different interpretations or meanings, the latest verified Chinese version registered and filed with the Zhejiang Province Industrial and Commercial Administration Bureau shall prevail.	Article 256 The Articles of Association shall be written in Chinese. Where the versions written in other languages have different interpretations or meanings, the latest verified Chinese version registered and filed with the Zhejiang Province Industrial and Commercial Administration Bureau shall prevail. If the provisions of the Articles of Association are inconsistent with the relevant laws, regulations, rules, normative documents, and the listing rules of the stock exchange where the Company's shares are listed, the latter shall prevail. Any matters not covered in the Articles of Association shall be governed by the provisions of relevant laws, regulations, rules, normative documents, and the listing rules of the stock exchange where the Company's shares are listed (including but not limited to the Company Law, the Securities Law, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines for the Articles of Association of Listed Companies, and the Hong Kong Listing Rules). If any other provisions of the Articles of Association conflict with this provision, this provision shall prevail.
16	Article 280 Rules of procedures for the shareholders' general meetings, board of directors and supervisory committee are included as appendixes to the Articles of Association.	Article 262 Rules of procedures for the shareholders' general meetings and board of directors are included as appendixes to the Articles of Association.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to the amendments to the Articles of Association and the relevant rules of procedure, the expression “the general meeting” (股東大會) is uniformly adjusted to “the general meeting” (股東會); due to the abolition of the supervisory committee, the audit committee shall exercise the functions and powers of the supervisory committee as stipulated in the Company Law, and the relevant clauses and descriptions of “supervisor” and “supervisory committee” are deleted, or “supervisor” and “supervisory committee” are adjusted to “members of the audit committee” and “audit committee”. Other non-substantive amendments, such as adjustments to the table of contents, article numbers, and punctuation, will not be compared item by item as they do not involve changes in rights and obligations.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETINGS

**COMPARISON TABLE ON THE AMENDMENTS
TO THE RULES OF PROCEDURES
FOR THE SHAREHOLDERS' GENERAL MEETINGS OF
ZHEJIANG SHIBAO COMPANY LIMITED**

S/N	Existing Articles of the Rules of Procedures	Proposed Amendments to Articles of the Rules of Procedures
1	Article 3 The general meeting shall exercise the following powers in accordance with laws: (1) to decide on the Company's operational policies and investment plans; (2) to elect or replace the directors, and decide on matters relating to the remuneration of directors; (3) to elect and replace supervisors not representing the staffs, and to decide remuneration of the relevant supervisor; (4) to consider and approve reports of the board of directors; (5) to consider and approve reports of the supervisory committee; (6) to consider and approve the Company's proposed annual financial budget and final accounts; (7) to consider and approve the Company's proposals for profit distribution and recovery of losses; (8) to resolve on the increase or reduction in the Company's registered capital; (9) to resolve on issues such as material external investment, merger, division, dissolution and liquidation of the Company; (10) to resolve on the issue of bonds of the Company; (11) to resolve on the appointment, removal or cessation of appointment of the Company's accountants firm; (12) to amend the Articles of Association of the Company; (13) to consider motions of shareholders representing three per cent (3%) (inclusive) or more of the voting shares in the Company; and (14) to consider and approve particulars of external guarantee prescribed in article 4; (15) to consider and approve material purchase or sale of assets of the Company within 1 year with value over 30% of the total assets; (16) to consider and approve change in use of proceeds; (17) to consider and approve share option scheme and employee shareholding plan; (18) to resolve on any other matters at general meetings as required under the laws, administrative regulations and this Articles of Association.	Article 3 The general meeting shall exercise the following powers in accordance with laws: (1) to decide on the Company's operational policies and investment plans; (2) to elect or replace the non-staff directors, and decide on matters relating to the remuneration of directors; (3) to consider and approve reports of the board of directors; (4) to consider and approve the Company's proposed annual financial budget and final accounts; (5) to consider and approve the Company's proposals for profit distribution and recovery of losses; (6) to resolve on the increase or reduction in the Company's registered capital; (7) to resolve on issues such as material external investment, merger, division, dissolution and liquidation of the Company; (8) to resolve on the issue of bonds of the Company; (9) to resolve on the appointment, removal or cessation of appointment of the Company's accountants firm; (10) to amend the Articles of Association of the Company; (11) to consider motions of shareholders representing one per cent (1%) (inclusive) or more of the voting shares in the Company; and (12) to consider and approve particulars of external guarantee prescribed in article 4; (13) to consider and approve material purchase or sale of assets of the Company within 1 year with value over 30% of the total assets; (14) to consider and approve change in use of proceeds; (15) to consider and approve share option scheme and employee shareholding plan; (16) to resolve on any other matters at general meetings as required under the laws, administrative regulations and this Articles of Association.

APPENDIX II

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETINGS

S/N	Existing Articles of the Rules of Procedures	Proposed Amendments to Articles of the Rules of Procedures
2	Article 14 To convene an annual general meeting of the Company, the Company shall issue a written notice 20 days prior to the general meeting to notify all the shareholders in the shareholders' register of the issues to be considered at the meeting; in the case of an extraordinary general meeting, the Company shall issue a written notice 15 days prior to the meeting informing all the registered shareholders of the matters to be considered at and the date and place of the meeting. When the Company convenes a meeting of class shareholders, the period of notice and the notification method shall be as specified in article 131 of the Articles of Association. The starting date for counting for notification period of a general meeting shall not include the date of convening the meeting.	Article 14 To convene an annual general meeting of the Company, the Company shall issue a written notice 21 days prior to the general meeting to notify all the shareholders in the shareholders' register of the issues to be considered at the meeting; in the case of an extraordinary general meeting, the Company shall issue a written notice 15 days prior to the meeting informing all the registered shareholders of the matters to be considered at and the date and place of the meeting. When the Company convenes a meeting of class shareholders, the period of notice and the notification method shall be as specified in article 131 of the Articles of Association. The starting date for counting for notification period of a general meeting shall not include the date of convening the meeting.
3	Article 18 Subject to the laws and regulations of the place where the shares of the Company are listed and the listing rules of the relevant securities, the corporate communications including the notice of a general meeting issued by the Company to the holders of overseas listed foreign shares shall be delivered to such shareholders (whether or not entitled to vote at the general meeting) by personal delivery or prepaid mail to the addressee's address as shown in the register of shareholders, or by electronic means (by email) or by publishing the relevant corporate communications on its own website and the website of the Hong Kong Stock Exchange. The corporate communication referred to in the preceding paragraph shall have the meaning ascribed to it under the Hong Kong Listing Rules. The notice for domestic shareholders shall be made by announcement. The announcement as mentioned in the preceding paragraph shall be published in one or more newspapers designated by the securities governing authority of the State Council; after the publication of notice, all the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting. The notice for shareholders of H Shares shall be published on the website of the Hong Kong Stock Exchange or one or more newspapers designated by the Hong Kong Stock Exchange; after the publication of notice, all the holders of H Shares shall be deemed to have received the notice of the relevant general meeting. For the holders of H Shares, corporate communications (including notice of general meeting) may also be made by way of announcement published at the website of the Company and websites designated by the Hong Kong Stock Exchange or other means as permitted by the Hong Kong Listing Rules and the Articles of Association, subject to relevant provisions of laws, administrative regulations, regulatory documents and requirements of securities regulatory authorities of the place where the shares of the Company are listed and upon the completion of relevant required procedures.	Article 18 Subject to the laws and regulations of the place where the shares of the Company are listed and the listing rules of the relevant securities, the corporate communications including the notice of a general meeting issued by the Company to the holders of overseas listed foreign shares shall be delivered to such shareholders (whether or not entitled to vote at the general meeting) by personal delivery or prepaid mail to the addressee's address as shown in the register of shareholders, or by electronic means (by email) or by publishing the relevant corporate communications on its own website and the website of the Hong Kong Stock Exchange. The corporate communication referred to in the preceding paragraph shall have the meaning ascribed to it under the Hong Kong Listing Rules. The notice for domestic shareholders shall be made by announcement. The announcement as mentioned in the preceding paragraph shall be published in one or more newspapers designated by the securities governing authority of the State Council; after the publication of notice, all the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting. The notice for shareholders of H Shares shall be published on the website of the Hong Kong Stock Exchange and the website of the Company; after the publication of notice, all the holders of H Shares shall be deemed to have received the notice of the relevant general meeting. For the holders of H Shares, corporate communications (including notice of general meeting) may also be made by way of announcement published at the website of the Company and websites designated by the Hong Kong Stock Exchange or other means as permitted by the Hong Kong Listing Rules and the Articles of Association, subject to relevant provisions of laws, administrative regulations, regulatory documents and requirements of securities regulatory authorities of the place where the shares of the Company are listed and upon the completion of relevant required procedures.

APPENDIX II

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETINGS

S/N	Existing Articles of the Rules of Procedures	Proposed Amendments to Articles of the Rules of Procedures
4	Article 24 Candidate's list of director and supervisor shall be submitted to the general meeting for approval by way of proposal. Non-independent director candidates shall be nominated by the supervisory committee, the board of directors, or shareholders severally or jointly holding more than 3% of the total voting shares issued by the Company. Non-staff representative supervisor candidates shall be nominated by the board of directors, supervisory committee, or shareholders severally or jointly holding more than 3% of the total voting shares issued by the Company.	Article 24 Candidate's list of director shall be submitted to the general meeting for approval by way of proposal. Non-independent director candidates shall be nominated by the board of directors, or shareholders severally or jointly holding more than 3% of the total voting shares issued by the Company.
5	Article 34 The general meeting of the Company shall be convened at the domicile of the Company or such other place determined by the board of directors. The general meeting shall set up a venue and be held in the form of an on-site meeting. The Company may adopt secure, economical, and convenient internet or other means to facilitate shareholders' participation in general meetings. The Company will also leverage technology to convene general meetings virtually, allowing shareholders to vote electronically. Shareholders who participate in the general meeting of shareholders through the above methods shall be deemed to have attended.	Article 34 The general meeting of the Company shall be convened at the domicile of the Company or such other place determined by the board of directors. The general meeting shall set up a venue and be held in the form of an on-site meeting or other forms permitted by laws and regulations. The Company may adopt secure, economical, and convenient internet or other means to facilitate shareholders' participation in general meetings. The Company will also leverage technology to convene general meetings virtually, allowing shareholders to vote electronically. Shareholders who participate in the general meeting of shareholders through the above methods shall be deemed to have attended and shall be entitled to speak and vote.
6	Article 35 Where the general meeting of the Company adopts internet or other means, it shall, in the notice, set out expressly the voting time and procedures of internet or other means. Voting at the shareholders' general meeting on the network or otherwise shall commence not earlier than 3:00 p.m. on the day prior to an on-site shareholders' general meeting, and not later than 9:30 a.m. on the day of the on-site shareholders' general meeting, and shall finish not earlier than 3:00 p.m. on the day of closing the on-site shareholders' general meeting.	Article 35 Where the general meeting of the Company adopts internet or other means, it shall, in the notice, set out expressly the voting time and procedures of internet or other means.
7	Article 62 The chairman of the meeting shall announce the voting result of each proposal at the meeting site and thereon whether the proposal is passed. Prior to the formal announcement of the voting result, the Company, vote counter, vote scrutinizer, substantial shareholders and internet service provider etc. shall keep confidential the voting situation.	Article 62 The termination of the on-site general meeting shall not be earlier than the internet or other means. The chairman of the meeting shall announce the voting result of each proposal at the meeting site and thereon whether the proposal is passed. Prior to the formal announcement of the voting result, the Company, vote counter, vote scrutinizer, substantial shareholders and internet service provider etc. shall keep confidential the voting situation.

APPENDIX II

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETINGS

S/N	Existing Articles of the Rules of Procedures	Proposed Amendments to Articles of the Rules of Procedures
8	Article 76 Where the resolutions of the general meetings violate the laws and administrative regulations, they become invalid. Where the procedures of convening and means of voting of the general meetings violate the laws, administrative regulations and this Articles of Association, or where the resolutions violate this Articles of Association, the shareholders are entitled to petition to the People's Court to revoke the resolution within 60 days as of the date of its making.	Article 76 Where the resolutions of the general meetings violate the laws and administrative regulations, they become invalid. Where the procedures of convening and means of voting of the general meetings violate the laws, administrative regulations and this Articles of Association, or where the resolutions violate this Articles of Association, the shareholders are entitled to petition to the People's Court to revoke the resolution within 60 days as of the date of its making. However, this excludes situations where the procedures of convening or means of voting of the general meetings have only minor flaws and do not have a substantial impact on the resolutions.
9	Article 89 If these Rules contradict the Company Law, the Securities Law, the Rules for General Meetings, the Code of Corporate Governance and other laws and regulations, and the Articles of Association of the Company, the provisions of the above laws, regulations and articles of association shall prevail.	Article 89 If these Rules contradict the Company Law, the Securities Law, the Rules for General Meetings, the Code of Corporate Governance for Listed Companies, the Guidelines for the Articles of Association of Listed Companies, and other applicable laws, regulations, and normative documents, the provisions of the laws, regulations, and normative documents shall prevail. Matters not covered by these Rules shall be implemented in accordance with the relevant laws, administrative regulations or normative documents of the State.

According to the amendments to the Articles of Association and the relevant rules of procedure, the expression “the general meeting” (股東大會) is uniformly adjusted to “the general meeting” (股東會); due to the abolition of the supervisory committee, the audit committee shall exercise the functions and powers of the supervisory committee as stipulated in the Company Law, and the relevant clauses and descriptions of “supervisor” and “supervisory committee” are deleted, or “supervisor” and “supervisory committee” are adjusted to “members of the audit committee” and “audit committee”. Other non-substantive amendments, such as adjustments to the table of contents, article numbers, and punctuation, will not be compared item by item as they do not involve changes in rights and obligations.

The comparison of the proposed amendments to the Rules of Procedures for the Board of Directors is as follows.

**COMPARISON TABLE ON THE AMENDMENTS
TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS OF
ZHEJIANG SHIBAO COMPANY LIMITED**

S/N	Existing Articles of the Rules of Procedures	Proposed Amendments to Articles of the Rules of Procedures
1	In these Rules, “more than” is inclusive. Any terms involved and matters not covered herein shall be governed by the Articles of Association and shall not be explained or quoted based on other rules of the Company. These Rules form an annex to the Articles of Association of Zhejiang Shibao Company Limited and its effective date shall follow the stipulation under the Articles of Association of Zhejiang Shibao Company Limited. These Rules shall be subject to the interpretation of the Board.	In these Rules, “more than” is inclusive. If these Rules contradict the Company Law, the Securities Law, the Guidelines for the Articles of Association of Listed Companies, and other applicable laws, regulations, and normative documents, the provisions of the laws, regulations, and normative documents shall prevail. Matters not covered by these Rules shall be implemented in accordance with the relevant laws, administrative regulations or normative documents of the State. These Rules form an annex to the Articles of Association of Zhejiang Shibao Company Limited and its effective date shall follow the stipulation under the Articles of Association of Zhejiang Shibao Company Limited. These Rules shall be subject to the interpretation of the Board.

According to the amendments to the Articles of Association and the relevant rules of procedure, the expression “the general meeting” (股東大會) is uniformly adjusted to “the general meeting” (股東會); due to the abolition of the supervisory committee, the audit committee shall exercise the functions and powers of the supervisory committee as stipulated in the Company Law, and the relevant clauses and descriptions of “supervisor” and “supervisory committee” are deleted, or “supervisor” and “supervisory committee” are adjusted to “members of the audit committee” and “audit committee”. Other non-substantive amendments, such as adjustments to the table of contents, article numbers, and punctuation, will not be compared item by item as they do not involve changes in rights and obligations.

Mr. Li Xing Jian (李興建先生), aged 62, He is a Chinese national with no permanent residence abroad. He has a bachelor's degree. Mr. Li graduated from Zhejiang Agricultural University (merged into Zhejiang University in 1998) with a major in agricultural economics and management. Mr. Li served as a lecturer at the College of Economics and Trade of Zhejiang Agricultural University and a principal staff member of the Publicity Department of the Party Committee since September 1987, and as a lecturer and graduate supervisor at the School of Economics of Zhejiang University since September 1998, until his retirement in July 2023. Since August 2023, Mr. Li has been the director of the China Capital Market and Equity Investment Research Center of Zhejiang Provincial Financial Research Institute. Since July 2022, Mr. Li has been an independent director of Ningbo Yinzhou Rural Commercial Bank Co., Ltd.. Since 20 November 2023, Mr. Li has been an independent director of ZhongWang Fabric Co Ltd (stock code: 605003). Mr. Li has not been punished by the CSRC and other relevant departments, nor disciplined by any stock exchanges, and there are no circumstances under the Company Law and the Articles of Association that would disqualify him from serving as a Director of the Company. Mr. Li has obtained the Qualification Certificate of Independent Director of Listed Companies (《上市公司獨立董事資格證書》) issued by the Shenzhen Stock Exchange.

Save as disclosed herein, Mr. Li has not held any directorship or has not been a supervisor in any other listed companies in the past three years.

As at the Latest Practicable Date, Mr. Li does not have any interests in the Shares of the Company within the meaning of the Part XV of the SFO. Mr. Li has confirmed that he has met the independence guidelines as set out in rule 3.13 of the Listing Rules. In addition, Mr. Li has confirmed that he has no relationship with any other Directors, senior management, substantial Shareholders and controlling Shareholders (within the meaning of the Listing Rules) of the Company.

Mr. Li will enter into a service contract with the Company upon election. It is proposed that the annual remuneration of Mr. Li will be RMB60,000 (including basic salary, other benefits and pension contributions) and the exact amount will be determined by the Board in accordance with the authorization given by the Shareholders at the annual general meeting and with reference to his responsibility, experience, workload and time devoted to the Company.

Save as disclosed above, the Board considers that there is no other information relating to the proposed appointment of Mr. Li as an independent non-executive Director that is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders.

NOTICE OF EXTRAORDINARY GENERAL MEETING



ZHEJIANG SHIBAO COMPANY LIMITED*

浙江世寶股份有限公司

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

(Stock Code: 1057)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Zhejiang Shibao Company Limited* (the “**Company**”) will be held at the conference room of the Company on the 3rd Floor of Office Building No. 6, 17th Avenue, Qiantang District, Hangzhou, Zhejiang Province, China on 7 November 2025 (Friday) at 2:00 p.m. for the purpose of considering and approving the following resolutions. Unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as defined in the circular of the Company dated 16 October 2025.

1. To consider and approve the resolution on the Proposed Amendments to the Articles of Association and amendments to the relevant rules of procedures. (**special resolution**)
2. To consider and approve the amendments to the Management Rules of Proceeds. (**ordinary resolution**)
3. To consider and approve the additional election of Mr. Li Xing Jian as an independent non-executive Director of the eighth session of the Board of Directors. (**ordinary resolution**)

For details of resolution nos. 1 and 2, and the Director's biography under resolution no. 3, please refer to the circular of the Company dated 16 October 2025 published on the designated website of Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.zjshibao.com>).

By order of the Board
Zhejiang Shibao Company Limited
Zhang Shi Quan
Chairman

Hangzhou, Zhejiang, the PRC

16 October 2025

* *For identification purposes only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) All resolutions at the EGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the designated website of Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.zjshibao.com>) in accordance with the Listing Rules.
- (2) Each shareholder of the Company who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf. Where a shareholder of the Company has appointed more than one proxy to attend the EGM, such proxies may only vote on a poll or a ballot. The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. In the case that an appointer is a legal person, the power of attorney must be either under the common seal of the legal person or under the hand of its director or other person, duly authorized. If the instrument appointing a proxy is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarially certified. For holders of H Shares, the power of attorney or other documents of authorization and proxy forms must be delivered to the Hong Kong H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no less than 24 hours before the time appointed for the holding of the EGM in order for such documents to be valid.
- (3) Shareholders of the Company or their proxies must present proof of their identities upon attending the EGM. Should a proxy be appointed, the proxy must also present copies of his/her proxy form, or copies of appointing instrument and power of attorney, if applicable.
- (4) There will be no book closure period for the register of members of H Shareholders of the Company. H Shareholders whose names appear on the register of members of the Company on Monday, 3 November 2025 (i.e. the Record Date) are entitled to attend the EGM. To be eligible to attend, speak and vote at the EGM, all duly completed transfer forms accompanied by the relevant H Share certificates must be lodged for registration with the Hong Kong H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H Shares only) at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 3 November 2025.
- (5) Where there are joint registered holders of any Share, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto; but if more than one of such joint registered holders is present at the EGM in person or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
- (6) Shareholders of the Company or proxies attending the EGM are responsible for their own transportation and accommodation expenses.