

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

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

If you have sold or transferred all your shares in **Wise Living Technology Co., Ltd**, you should at once hand this circular, together with the enclosed form of proxy, 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



# 慧居科技

**Wise Living Technology Co., Ltd**  
**慧居科技股份有限公司**

*(A joint stock limited liability company incorporated in the People's Republic of China)*  
**(Stock Code: 2481)**

---

- (1) PROPOSED CHANGE OF COMPANY NAME;**
- (2) PROPOSED ABOLITION OF THE SUPERVISORY COMMITTEE;**
- (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND**
- (4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

A notice convening the EGM of Wise Living Technology Co., Ltd to be held at Company Conference Room, No. 168 Wucheng South Road, Taiyuan Economic and Technological Development Zone, Xiaodian District, Taiyuan City, Shanxi Province, People's Republic of China on Thursday, 26 February 2026 at 2:00 p.m. is set out on pages 38 to 40 of this circular.

A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.hkj.cn>). Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 2:00 p.m. on Tuesday, 24 February 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1–3
<b>Letter from the Board</b> .....	4–9
<b>Appendix I — Details of The Proposed Amendments to The Articles of Association</b> .....	10–37
<b>Notice of Extraordinary General Meeting</b> .....	38–40

---

## DEFINITIONS

---

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

“Abolition of the Supervisory Committee”	the abolition of the Supervisory Committee
“Amendments to the Articles of Association”	the amendments to the Articles of Association
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors of the Company
“Change of Company Name”	the change of the Chinese name of the Company from “慧居科技股份有限公司” to “江蘇雙良睿能能源股份有限公司” and change of the English name from “Wise Living Technology Co., Ltd” to “SL Gemini Energy Co., Ltd”
“China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong Special Administrative Region, Macao Special Administrative Region and Taiwan
“Company”	Wise Living Technology Co., Ltd (慧居科技股份有限公司) (stock code: 2481), a company with limited liability established in the PRC on 3 September 2010 and converted into a joint stock company with limited liability on 29 December 2015
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	Share(s) issued by the Company in the PRC, which is/are subscribed for in RMB

---

## DEFINITIONS

---

“EGM”	the extraordinary general meeting of the Company to be held at Company Conference Room, No. 168 Wucheng South Road, Taiyuan Economic and Technological Development Zone, Xiaodian District, Taiyuan City, Shanxi Province, People’s Republic of China on Thursday, 26 February 2026 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of extraordinary general meeting which is set out on pages 38 to 40 of this circular, or any adjournment thereof
“Group”, “we”, “our” or “us”	the Company and its subsidiaries from time to time
“H Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of RMB1.00 each, which is/are subscribed for and traded in HK dollars and listed on the Stock Exchange
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK dollars” or “HK\$” or “HKD”	Hong Kong dollar, the lawful currency of Hong Kong
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“PRC Company Law”	the Company Law of the PRC, as amended, modified or otherwise supplemented from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	Ordinary share(s) in the share capital of the Company with nominal value of RMB1.00, comprising the Domestic Share(s) and H Share(s)

---

## **DEFINITIONS**

---

“Shareholder(s)”	holder(s) of Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisory Committee”	the supervisory committee of the Company



# 慧居科技

## Wise Living Technology Co., Ltd 慧居科技股份有限公司

(A joint stock limited liability company incorporated in the People's Republic of China)  
(Stock Code: 2481)

*Executive Directors:*

Mr. Li Baoshan (*Chairman*)  
Mr. Liu Zhigang  
Mr. Luo Wei

*Non-executive Directors:*

Mr. Miao Wenbin  
Mr. Ma Fulin  
Ms. Xu Lijie

*Independent Non-executive Directors:*

Dr. Tse Hiu Tung, Sheldon  
Mr. Cheung Ho Kong  
Dr. Zhu Qing

*Registered Office and*

*Headquarters in the PRC:*  
Room 202, 2/F  
No. 15 Shuangliang Road  
Ligang Street  
Jiangyin City  
Jiangsu Province  
The PRC

*Principal Place of Business in Hong Kong:*

Unit B, 17/F., United Centre  
95 Queensway  
Admiralty  
Hong Kong

3 February 2026

*To the Shareholders*

Dear Sir/Madam,

- (1) PROPOSED CHANGE OF COMPANY NAME;**
- (2) PROPOSED ABOLITION OF THE SUPERVISORY COMMITTEE;**
- (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND**
- (4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the Company's announcement dated 21 January 2026 in respect of, among other things, (i) the proposed Change of Company Name; (ii) the proposed Abolition of the Supervisory Committee; and (iii) the Proposed Amendments to the Articles of Association.

---

## **LETTER FROM THE BOARD**

---

The purpose of this circular is to provide the Shareholders with information on, among other things, (i) the proposed Change of Company Name; (ii) the proposed Abolition of the Supervisory Committee; (iii) the Proposed Amendments to the Articles of Association; and (iv) a notice convening the EGM.

### **2. PROPOSED CHANGE OF COMPANY NAME**

The Board proposed to change the Chinese name of the Company from “慧居科技股份有限公司” to “江蘇雙良睿能能源股份有限公司” and change the English name of the Company from “Wise Living Technology Co., Ltd” to “SL Gemini Energy Co., Ltd”.

#### **Reasons for the Proposed Change of Company Name**

The Board considers that the proposed Change of Company Name aligns with the long-term business strategy of the Group. The Board believes that the new English and Chinese names will more accurately reflect the corporate image and identity of the Group and better correspond with the Group's current direction of business development.

The Board is of the view that the new names will provide the Company with a clearer market positioning, which is beneficial to the Company's future business development and the strengthening of its market position. Accordingly, the Board considers that the proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

#### **Conditions of the Proposed Change of Company Name**

The Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and
- (ii) all the relevant approvals, authorities, licenses and consents have been obtained from the relevant governmental authorities, and all filings and registration procedures in the PRC have been completed.

The final Chinese name of the Company is subject to the approval by relevant competent authorities where the Company locates, while its English name will be adjusted based on the finalized Chinese name.

---

## LETTER FROM THE BOARD

---

The proposed Change of Company Name will take effect from the day when Change of Company Name has been registered with the authorities in the PRC. Thereafter, the Company will carry out necessary filing procedures with the Companies Registry in Hong Kong. The Company will make further announcements on the effective date of the Change of Company Name.

### **Effect of the Proposed Change of Company Name**

The proposed Change of Company Name will not affect any rights of the holders of securities of the Company. All existing share certificates in issue bearing the present name of the Company will, upon the proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing share certificates for new share certificates under the new name of the Company free of charge. With the effect of the proposed Change of Company Name, any new issue of share certificates thereafter will only be in the new name of the Company.

Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange will also be changed after the proposed Change of Company Name becoming effective.

### **3. PROPOSED ABOLITION OF THE SUPERVISORY COMMITTEE**

Pursuant to the PRC Company Law and the Relevant Transitional Arrangements for the Implementation of Supporting Systems and Rules for the New Company Law (《關於新〈公司法〉配套制度規則實施相關過渡期安排》), and with reference to the Guidelines on the Articles of Association of Listed Companies (as amended in 2025) and other applicable laws, regulations and normative documents, and having regard to the actual circumstances of the Company, the Board proposes to abolish the Supervisory Committee subject to the consideration and by the Shareholders at the EGM. The functions and powers of the Supervisory Committee as stipulated under the PRC Company Law will be assumed by the Audit Committee. From the effective date of the amended Articles of Association, the existing positions of the Supervisors shall be terminated, and the rules of procedures for the Supervisory Committee' meetings of the Company shall be repealed accordingly.

The Proposed Abolition of the Supervisory Committee will enable the Company to implement the latest legal and regulatory requirements, further improve its corporate governance structure and enhance the standard of regulated operations. Prior to the approval of the resolution of the Proposed Abolition of the Supervisory Committee at the EGM, the Supervisory Committee will continue to diligently perform its supervisory duties in strict compliance with the PRC Company Law and other applicable laws, regulations and normative documents, including supervising the

---

## LETTER FROM THE BOARD

---

Company's operations, financial position, and the compliance of the Directors and senior management of the Company in the performance of their duties, so as to safeguard the interests of the Company and the Shareholders.

### **4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board proposed to make certain amendments to the current Articles of Association, in order to, among other things, reflect the Change of the Company Name and the proposed Abolition of the Supervisory Committee. Details of the proposed amendments to the Articles of Association are set out in Appendix I to this circular.

The Proposed Amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the EGM. The Proposed Amendments will become effective on the effective date of the Change of Company Name.

### **5. CLOSURE OF BOOKS**

In order to determine the Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Monday, 23 February 2026 to Thursday, 26 February 2026 (both days inclusive), during which period no transfer of Shares can be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be Thursday, 26 February 2026. In order to be qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 20 February 2026. Shareholders whose names appear on the register of members of the Company at the close of business on Thursday, 26 February 2026 are entitled to attend and vote at the EGM.

### **6. EGM AND PROXY ARRANGEMENT**

The EGM will be held at Company Conference Room, No. 168 Wucheng South Road, Taiyuan Economic and Technological Development Zone, Xiaodian District, Taiyuan City, Shanxi Province, People's Republic of China at 2:00 p.m. on Thursday, 26 February 2026, to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the EGM. The notice of EGM is set out on pages 38 to 40 of this circular.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Company (<http://www.hkj.cn>) and the Stock Exchange (<http://www.hkexnews.hk>). Whether or not you intend to attend and/or vote at the EGM, you are

---

## **LETTER FROM THE BOARD**

---

requested to complete and return the form of proxy in accordance with the instruction printed thereon and deposit the same with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 2:00 p.m. on Tuesday, 24 February 2026) or the adjourned meeting (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof should you so wish.

None of the Shareholders has a material interest in any resolution proposed at the EGM and thus none is required to abstain from voting at the EGM. None of the Directors has a material interest in any resolution proposed at the EGM.

### **7. VOTING BY POLL AT THE EGM**

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Results of the poll voting will be published on the Company's website at <http://www.hkj.cn> and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) after the EGM in the manner prescribed under the Listing Rules.

### **8. RESPONSIBILITY STATEMENT**

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

### **9. RECOMMENDATION**

The Directors consider that all resolutions to be proposed at the EGM are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

---

## LETTER FROM THE BOARD

---

### 10. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board  
**Wise Living Technology Co., Ltd**  
**LI Baoshan**  
*Chairman and Executive Director*

**APPENDIX I                    DETAILS OF THE PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION**

**TABLE OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<b>Before Amendments</b>	<b>After Amendments</b>
Name of the Articles of Association:  Articles of Association of Wise Living Technology Co., Ltd	Name of the Articles of Association:  Articles of Association of <u>Wise Living Technology Co., Ltd</u> <u>SL Gemini Energy Co., Ltd</u>
Article 1  To safeguard the legitimate rights and interests of Wise Living Technology Co., Ltd (hereinafter referred to as the “Company”), its shareholders, employees and creditors, and regulate the organisation and acts of the Company, the Articles of Association are formulated by the Company in accordance with the Company Law of the People’s Republic of China 《(中華人民共和國公司法》) (hereinafter referred to as the “Company Law”), the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Companies 《(境內企業境外發行證券和上市管理試行辦法》) (hereinafter referred to as the “Trial Administration Measures”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including the interpretation and amendments of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited issued by The Stock Exchange of Hong Kong Limited from time to time) (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant provisions, and referred to the Guidelines for Articles of Association of Listed Companies 《(上市公司章程指引》).	Article 1  To safeguard the legitimate rights and interests of <u>Wise Living Technology Co., Ltd</u> <u>SL Gemini Energy Co., Ltd</u> (hereinafter referred to as the “Company”), its shareholders, employees and creditors, and regulate the organisation and acts of the Company, the Articles of Association are formulated by the Company in accordance with the Company Law of the People’s Republic of China 《(中華人民共和國公司法》) (hereinafter referred to as the “Company Law”), the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Companies 《(境內企業境外發行證券和上市管理試行辦法》) (hereinafter referred to as the “Trial Administration Measures”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (including the interpretation and amendments of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited issued by The Stock Exchange of Hong Kong Limited from time to time) (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant provisions, and referred to the Guidelines for Articles of Association of Listed Companies 《(上市公司章程指引》).

**APPENDIX I                    DETAILS OF THE PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION**

<p>Article 3</p> <p>The registered name of the Company: 慧居科技股份有限公司。</p> <p>Full name in English: Wise Living Technology Co., Ltd</p>	<p>Article 3</p> <p>The registered name of the Company: 慧居科技股份有限公司<u>江蘇雙良睿能能源股份有限公司</u>。</p> <p>Full name in English: <u>Wise Living Technology Co., Ltd</u> <u>SL Gemini Energy Co., Ltd</u></p>
<p>Article 5</p> <p>The registered capital of the Company is RMB301,600,000 (if the over-allotment option is fully exercised at RMB312,940,000).</p>	<p>Article 5</p> <p>The registered capital of the Company is RMB301,600,000.(if the over-allotment option is fully exercised at RMB312,940,000).</p>
<p>Article 9</p> <p>The Articles of Association shall become effective on the date of their adoption by a special resolution at the shareholders' meeting of the Company. The original Articles of Association of the Company shall be invalidated automatically from the effective date of the Articles of Association.</p> <p>From the date upon which the Articles of Association come into effect, the Articles of Association constitute a legally binding document regulating the Company's organisation and activities, as well as the rights and obligations between the Company and each shareholder and between the shareholders, with binding effects on the Company, its shareholders, directors, supervisors and senior management.</p>	<p>Article 9</p> <p>The Articles of Association shall become effective on the date of their adoption by a special resolution at the shareholders' meeting of the Company. The original Articles of Association of the Company shall be invalidated automatically from the effective date of the Articles of Association.</p> <p>From the date upon which the Articles of Association come into effect, the Articles of Association constitute a legally binding document regulating the Company's organisation and activities, as well as the rights and obligations between the Company and each shareholder and between the shareholders, with binding effects on the Company, its shareholders, directors, supervisors and senior management.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION**

Article 10	Article 10
<p>The Articles of Association are binding on the Company and its shareholders, directors, supervisors and senior management, all of whom may propose claims in respect of rights concerning any matters of the Company pursuant to the Articles of Association. A shareholder may take legal action against the Company pursuant to the Articles of Association; the Company may take legal action against any shareholder pursuant to the Articles of Association; a shareholder may take legal action against another shareholder pursuant to the Articles of Association; a shareholder may take legal action against the directors, supervisors and senior management of the Company pursuant to the Articles of Association.</p> <p>The legal action referred to in the preceding paragraph shall include the initiation of proceedings in a court or application to an arbitration organization for arbitration.</p> <p>The term “senior management” as mentioned herein shall include the general manager, the vice general manager, the secretary to the Board of Directors and the chief financial officer.</p>	<p>The Articles of Association are binding on the Company and its shareholders, directors, <del>supervisors</del> and senior management, all of whom may propose claims in respect of rights concerning any matters of the Company pursuant to the Articles of Association. A shareholder may take legal action against the Company pursuant to the Articles of Association; the Company may take legal action against any shareholder pursuant to the Articles of Association; a shareholder may take legal action against another shareholder pursuant to the Articles of Association; a shareholder may take legal action against the directors, <del>supervisors</del> and senior management of the Company pursuant to the Articles of Association.</p> <p>The legal action referred to in the preceding paragraph shall include the initiation of proceedings in a court or application to an arbitration organization for arbitration.</p> <p>The term “senior management” as mentioned herein shall include the general manager, the vice general manager, the secretary to the Board of Directors and the chief financial officer.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION**

Article 27	Article 27
<p>Shares of the Company may be transferred in accordance with the laws pursuant to the laws, administrative regulations and relevant requirements of the securities regulatory authorities.</p> <p>Shares issued by the Company before the public offering shall not be transferred within one year from the date on which the shares of the Company are listed on a stock exchange.</p> <p>Directors, supervisors and senior management of the Company shall report their shareholdings in the Company and the respective changes. All shares transferred within one year ascertained during his/her tenure shall not exceed 25% of his/her total shareholding in the Company; and no transfer of shares held by him/her shall be allowed within one year since the date when the shares in the Company are listed. The aforesaid personnel shall not transfer the shares held by him/her within half a year after leaving his/her office.</p> <p>Where the relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed set forth other provisions on the transfer restrictions of overseas listed shares, such provisions shall prevail.</p>	<p>Shares of the Company may be transferred in accordance with the laws pursuant to the laws, administrative regulations and relevant requirements of the securities regulatory authorities.</p> <p>Shares issued by the Company before the public offering shall not be transferred within one year from the date on which the shares of the Company are listed on a stock exchange.</p> <p>Directors, supervisors and senior management of the Company shall report their shareholdings in the Company and the respective changes. All shares transferred within one year ascertained during his/her tenure shall not exceed 25% of his/her total shareholding in the Company; and no transfer of shares held by him/her shall be allowed within one year since the date when the shares in the Company are listed. The aforesaid personnel shall not transfer the shares held by him/her within half a year after leaving his/her office.</p> <p>Where the relevant provisions of the securities regulatory authorities of the place where the Company's shares are listed set forth other provisions on the transfer restrictions of overseas listed shares, such provisions shall prevail.</p>

<p>Article 30</p> <p>.....</p> <p>During the time the Company's H shares remain listed on the Hong Kong Stock Exchange, the Company shall ensure that all listing documents and ownership documents (including H share certificates) relating to its securities listed on Hong Kong Stock Exchange include the statements stipulated below, and shall instruct and procure its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any particular holder unless and until such individual holder submits to the share registrar a signed form in respect to such shares which bear statements to the following effect:</p> <p>.....</p> <p>(II) The acquirer of the shares agrees with the Company, each shareholder, director, supervisor and senior management of the Company, and the Company acting for itself and for each director, supervisor and senior management agrees with each shareholder to refer all disputes and claims arising from the Articles of Association or any rights or obligations conferred or imposed by Company Law or other relevant laws or administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles of Association, and any referral to arbitration shall be deemed to authorise the arbitration tribunal to conduct hearing in open session and to publish its award. The arbitration shall be final.</p> <p>.....</p>	<p>Article 30</p> <p>.....</p> <p>During the time the Company's H shares remain listed on the Hong Kong Stock Exchange, the Company shall ensure that all listing documents and ownership documents (including H share certificates) relating to its securities listed on Hong Kong Stock Exchange include the statements stipulated below, and shall instruct and procure its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any particular holder unless and until such individual holder submits to the share registrar a signed form in respect to such shares which bear statements to the following effect:</p> <p>.....</p> <p>(II) The acquirer of the shares agrees with the Company, each shareholder, director, supervisor and senior management of the Company, and the Company acting for itself and for each director, supervisor and senior management agrees with each shareholder to refer all disputes and claims arising from the Articles of Association or any rights or obligations conferred or imposed by Company Law or other relevant laws or administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles of Association, and any referral to arbitration shall be deemed to authorise the arbitration tribunal to conduct hearing in open session and to publish its award. The arbitration shall be final.</p> <p>.....</p>
---	---

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<p>Article 38</p> <p>The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>.....</p> <p>(V) to inspect and duplicate the Articles of Association, register of shareholders, minutes of shareholders' meetings, resolutions of the meetings of the Board of Directors, resolutions of the meetings of the Supervisory Committee, and financial and accounting reports. Shareholders who meet the requirements may inspect the Company's accounting books and certificates;</p> <p>.....</p>	<p>Article 38</p> <p>The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>.....</p> <p>(V) to inspect and duplicate the Articles of Association, register of shareholders, minutes of shareholders' meetings, resolutions of the meetings of the Board of Directors, <del>resolutions of the meetings of the Supervisory Committee</del> and financial and accounting reports. Shareholders who meet the requirements may inspect the Company's accounting books and certificates;</p> <p>.....</p>
<p>Article 40</p> <p>.....</p> <p>Where the Board of Directors, shareholders and other stakeholders dispute the validity of a resolution of a shareholders' meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgement or ruling, the stakeholders shall execute the resolution of the shareholders' meeting, and no entity shall refuse to execute the resolution of the shareholders' meeting on the ground that the resolution is invalid. The Company, directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.</p> <p>.....</p>	<p>Article 40</p> <p>.....</p> <p>Where the Board of Directors, shareholders and other stakeholders dispute the validity of a resolution of a shareholders' meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgement or ruling, the stakeholders shall execute the resolution of the shareholders' meeting, <del>and no entity shall refuse to execute the resolution of the shareholders' meeting on the ground that the resolution is invalid</del>. The Company, directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.</p> <p>.....</p>

<p>Article 41</p> <p>Where the directors or senior management personnel violate the provisions of laws, administrative regulations or the Articles of Association during the performance of their duties and cause losses to the Company, the shareholders severally or jointly holding 1% or more of the Company's shares for a period of 180 consecutive days or longer are entitled to request the Supervisory Committee to initiate legal proceedings with the people's court in writing; where the Supervisory Committee violates the provisions of laws, administrative regulations or the Articles of Association in the performance of duties and cause losses to the Company, the aforesaid shareholders may request the Board of Directors to initiate legal proceedings with the people's court in writing.</p> <p>Upon receipt of shareholders' written request stipulated in the preceding paragraph, if the Supervisory Committee or the Board of Directors refuses to initiate legal proceedings or fails to initiate such legal proceedings within 30 days from receipt of such request, or in the event of emergency where the interest of the Company will suffer irreparable damages if legal proceedings is not initiated immediately, the shareholders stipulated in the preceding paragraph shall have the right to initiate legal proceedings directly with the people's court in their own name for the interest of the Company.</p> <p>.....</p>	<p>Article 41</p> <p>Where the directors or senior management personnel <u>outside of the Audit Committee</u> violate the provisions of laws, administrative regulations or the Articles of Association during the performance of their duties and cause losses to the Company, the shareholders severally or jointly holding 1% or more of the Company's shares for a period of 180 consecutive days or longer are entitled to request the <u>Supervisory Committee Audit Committee</u> to initiate legal proceedings with the people's court in writing; where the <u>Supervisory Committee members of the Audit Committee</u> violates the provisions of laws, administrative regulations or the Articles of Association in the performance of duties and cause losses to the Company, the aforesaid shareholders may request the Board of Directors to initiate legal proceedings with the people's court in writing.</p> <p>Upon receipt of shareholders' written request stipulated in the preceding paragraph, if the <u>Supervisory Committee Audit Committee</u> or the Board of Directors refuses to initiate legal proceedings or fails to initiate such legal proceedings within 30 days from receipt of such request, or in the event of emergency where the interest of the Company will suffer irreparable damages if legal proceedings is not initiated immediately, the shareholders stipulated in the preceding paragraph shall have the right to initiate legal proceedings directly with the people's court in their own name for the interest of the Company.</p> <p>.....</p>
---	---

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Article 46	Article 46
<p>The shareholders' meeting is the authority of the Company and shall exercise the following powers:</p> <p>(I) to elect and replace the directors and to decide on matters relating to the remuneration of directors;</p> <p>(II) to elect and replace the supervisors held by non-employee representatives and to decide on matters relating to the remuneration of supervisors;</p> <p>(III) to consider and approve reports of the Board of Directors;</p> <p>(IV) to consider and approve reports of the Supervisory Committee;</p> <p>(V) to consider and approve the profit distribution plan and loss recovery plan of the Company;</p> <p>(VI) to decide on the increase or reduction of the registered capital of the Company;</p> <p>(VII) to decide on matters such as merger, division, dissolution, liquidation or change of corporate form of the Company;</p> <p>(VIII) to decide on the issue of corporate bonds, other securities and listing of the Company;</p> <p>(IX) to decide on the appointment dismissal of the accounting firm engaged in the audit work of the Company;</p> <p>(X) to amend to the Articles of Association;</p>	<p>The shareholders' meeting is the authority of the Company and shall exercise the following powers:</p> <p>(I) to elect and replace the directors and to decide on matters relating to the remuneration of directors;</p> <p><del>(II) to elect and replace the supervisors held by non-employee representatives and to decide on matters relating to the remuneration of supervisors;</del> (II) to consider and approve reports of the Board of Directors;</p> <p><del>(IV) to consider and approve reports of the Supervisory Committee;</del> (III) to consider and approve the profit distribution plan and loss recovery plan of the Company;</p> <p>(IV) to decide on the increase or reduction of the registered capital of the Company;</p> <p>(V) to decide on matters such as merger, division, dissolution, liquidation or change of corporate form of the Company;</p> <p>(VI) to decide on the issue of corporate bonds, other securities and listing of the Company;</p> <p>(VII) to decide on the appointment dismissal of the accounting firm engaged in the audit work of the Company;</p> <p>(VIII) to amend to the Articles of Association;</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<p>(XI) to consider the purchase or disposal of material assets or the provision of guarantees to others within one year with an amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(XII) other matters required by laws, administrative regulations, the listing rules of the place where the Company's shares are listed and the Articles of Association to be resolved by the shareholders' meeting.</p> <p>The shareholders' meeting may authorise the Board of Directors to resolve on the issue of corporate bonds.</p>	<p>(IX) to consider the purchase or disposal of material assets or the provision of guarantees to others within one year with an amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(X) other matters required by laws, administrative regulations, the listing rules of the place where the Company's shares are listed and the Articles of Association to be resolved by the shareholders' meeting.</p> <p>The shareholders' meeting may authorise the Board of Directors to resolve on the issue of corporate bonds. <u>Upon resolution by the shareholders' meeting, or upon resolution by the Board of Directors as authorised by the Articles of Association or the shareholders' meeting, the Company may issue shares and corporate bonds convertible into shares. The specific implementation shall comply with the provisions of laws, administrative regulations, the CSRC and the listing rules of the place where the Company's shares are listed.</u></p>
<p>Article 48</p> <p>.....</p> <p>The Company shall convene an extraordinary shareholders meeting within two months after the occurrence of any of the following events:</p> <p>.....</p> <p>(IV) when the Board of Directors deems necessary or the Supervisory Committee proposes that the meeting be convened; and</p> <p>.....</p>	<p>Article 48</p> <p>.....</p> <p>The Company shall convene an extraordinary shareholders meeting within two months after the occurrence of any of the following events:</p> <p>.....</p> <p>(IV) when the Board of Directors deems necessary or the <u>Supervisory Committee Audit Committee</u> proposes that the meeting be convened; and</p> <p>.....</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION**

<p>Article 51</p> <p>Shareholders who individually or jointly hold more than 10% of the Company's shares requesting the convening of extraordinary shareholders' meetings shall proceed in accordance with the procedures set forth below:</p> <p>.....</p> <p>(III) If the Board of Directors does not agree to convene the extraordinary shareholders' meeting or does not reply within ten days upon receipt the request, the shareholders individually or jointly holding more than 10% of the Company's shares shall have the right to propose to the Supervisory Committee in writing to convene the meeting.</p> <p>(IV) If the Supervisory Committee agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of such meeting within five days upon receipt of the request. Any change to the original proposal in the notice shall be subject to the approval of the relevant shareholders.</p> <p>(V) If the Supervisory Committee fails to issue the notice of the meeting within the specified period, it shall be deemed that the Supervisory Committee does not convene and preside over the shareholders' meeting. Shareholders individually or jointly holding more than 10% of the Company's shares for more than 90 consecutive days may convene a meeting by themselves within four months after the Board of Directors receives the request. The procedures for convening a meeting shall be the same as those for convening a shareholders' meeting by the Board of Directors as far as possible.</p> <p>.....</p>	<p>Article 51</p> <p>Shareholders who individually or jointly hold more than 10% of the Company's shares requesting the convening of extraordinary shareholders' meetings shall proceed in accordance with the procedures set forth below:</p> <p>.....</p> <p>(III) If the Board of Directors does not agree to convene the extraordinary shareholders' meeting or does not reply within ten days upon receipt the request, the shareholders individually or jointly holding more than 10% of the Company's shares shall have the right to propose to the <u>Supervisory Committee Audit Committee</u> in writing to convene the meeting.</p> <p>(IV) If the <u>Supervisory Committee Audit Committee</u> agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of such meeting within five days upon receipt of the request. Any change to the original proposal in the notice shall be subject to the approval of the relevant shareholders.</p> <p>(V) If the <u>Supervisory Committee Audit Committee</u> fails to issue the notice of the meeting within the specified period, it shall be deemed that the <u>Supervisory Committee Audit Committee</u> does not convene and preside over the shareholders' meeting. Shareholders individually or jointly holding more than 10% of the Company's shares for more than 90 consecutive days may convene a meeting by themselves within four months after the Board of Directors receives the request. The procedures for convening a meeting shall be the same as those for convening a shareholders' meeting by the Board of Directors as far as possible.</p> <p>.....</p>
---	---

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<p>Article 52</p> <p>The Supervisory Committee is entitled to propose to the Board of Directors to convene an extraordinary shareholders' meeting and such proposal shall be made in writing to the Board of Directors. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written reply on whether or not it agrees to convene the extraordinary shareholders' meeting within 10 days upon receipt of the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of such meeting within five days after the resolution is approved by the Board of Directors. Any change to the original proposal in the notice shall be subject to the approval of the Supervisory Committee.</p> <p>If the Board of Directors does not agree to convene the extraordinary shareholders' meeting or fails to reply within 10 days after receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the shareholders' meeting, and the Supervisory Committee may convene and preside over the meeting by itself.</p>	<p>Article 52</p> <p>The <del>Supervisory Committee</del><ins>Audit Committee</ins> is entitled to propose to the Board of Directors to convene an extraordinary shareholders' meeting and such proposal shall be made in writing to the Board of Directors. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, give a written reply on whether or not it agrees to convene the extraordinary shareholders' meeting within 10 days upon receipt of the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of such meeting within five days after the resolution is approved by the Board of Directors. Any change to the original proposal in the notice shall be subject to the approval of the <del>the Supervisory Committee</del><ins>Audit Committee</ins>.</p> <p>If the Board of Directors does not agree to convene the extraordinary shareholders' meeting or fails to reply within 10 days after receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the shareholders' meeting, and the <del>Supervisory Committee</del><ins>Audit Committee</ins> may convene and preside over the meeting by itself.</p>
<p>Article 53</p> <p>If the shareholders' meeting is convened by the Supervisory Committee or shareholders on their own, a written notice shall be issued to the Board of Directors.</p>	<p>Article 53</p> <p>If the shareholders' meeting is convened by the <del>Supervisory Committee</del><ins>Audit Committee</ins> or shareholders on their own, a written notice shall be issued to the Board of Directors.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION**

Article 54	Article 54
Where the Supervisory Committee or the shareholders convene a shareholders' meeting on their own, the Board of Directors shall cooperate. The Board of Directors shall provide the register of members as at the record date.	Where the <u>Supervisory Committee Audit Committee</u> or the shareholders convene a shareholders' meeting on their own, the Board of Directors shall cooperate. The Board of Directors shall provide the register of members as at the record date.
Article 55	Article 55
Where the Supervisory Committee or the shareholders convene a shareholders' meeting on their own, the necessary expenses incurred thereof shall be borne by the Company.	Where the <u>Supervisory Committee Audit Committee</u> or the shareholders convene a shareholders' meeting on their own, the necessary expenses incurred thereof shall be borne by the Company.
Article 57	Article 57
When the Company convenes a shareholders' meeting, the Board of Directors, the Supervisory Committee and shareholders individually or jointly holding more than 1% of the Company's shares shall be entitled to put forward proposals to the Company. The contents of the proposals shall fall within the scope of authority of the shareholders' meeting, have clear topics and specific resolutions, and comply with laws, regulations and the Articles of Association. .....	When the Company convenes a shareholders' meeting, the Board of Directors, the <u>Supervisory Committee Audit Committee</u> and shareholders individually or jointly holding more than 1% of the Company's shares shall be entitled to put forward proposals to the Company. The contents of the proposals shall fall within the scope of authority of the shareholders' meeting, have clear topics and specific resolutions, and comply with laws, regulations and the Articles of Association. .....

Article 60	Article 60
<p>The notice of a shareholders' meeting shall be sent to shareholders (regardless of whether they are entitled to vote at the shareholders' meeting or not) by hand or by prepaid mail, the addresses of the recipients shall be such addresses as shown in the register of members; or be published on the Company's website and the websites designated by the Hong Kong Stock Exchange pursuant to the applicable laws and regulations, listing rules of the place where the securities of the Company are listed. If the public announcements are issued to the holders of overseas-listed foreign shares pursuant to the Articles of Association of the Company, the announcement shall also be published in such manner as required by the Hong Kong Listing Rules. For the holders of domestic shares, notice of the shareholders' meeting may be issued by way of public announcement.</p> <p>The announcement referred to in the preceding paragraph shall be published in the media meeting the requirements of the CSRC. Once such announcement is made, all holders of the domestic shares shall be deemed to have received the relevant notice of the shareholders' meeting.</p>	<p>The notice of a shareholders' meeting shall be sent to shareholders (regardless of whether they are entitled to vote at the shareholders' meeting or not) by hand or by prepaid mail, the addresses of the recipients shall be such addresses as shown in the register of members; or be published on the Company's website and the websites designated by the Hong Kong Stock Exchange pursuant to the applicable laws and regulations, listing rules of the place where the securities of the Company are listed. If the public announcements are issued to the holders of overseas-listed foreign shares pursuant to the Articles of Association of the Company, the announcement shall also be published in such manner as required by the Hong Kong Listing Rules. For the holders of domestic shares, notice of the shareholders' meeting may be issued by way of public announcement.</p> <p><del>The announcement referred to in the preceding paragraph shall be published in the media meeting the requirements of the CSRC. Once such announcement is made, all holders of the domestic shares shall be deemed to have received the relevant notice of the shareholders' meeting.</del></p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION**

<p>Article 67</p> <p>Shareholders' meetings are convened by the Board of Directors and the chairman of the Board shall act as presider of the shareholders' meeting. If the chairman of the Board is unable or fails to perform his/her duties, a director selected by more than half of all directors shall convene the meeting and preside over the meeting.</p> <p>Where the Board of Directors is incapable of performing or not performing its duties of convening a shareholders' meeting, the Supervisory Committee shall convene and preside over such meeting in a timely manner; where the Supervisory Committee fails to convene and preside over such meeting, shareholders individually or jointly holding more than 10% of the Company's shares for 90 consecutive days or more may convene and preside over such meeting by themselves.</p> <p>When a shareholders' meeting is held and the presider of the meeting violates the rules of procedure making the meeting unable to continue, a person may be elected as the presider of the meeting with the approval of more than half of the attending shareholders with voting rights, to continue the meeting.</p>	<p>Article 67</p> <p>Shareholders' meetings are convened by the Board of Directors and the chairman of the Board shall act as presider of the shareholders' meeting. If the chairman of the Board is unable or fails to perform his/her duties, a director selected by more than half of all directors shall convene the meeting and preside over the meeting.</p> <p>Where the Board of Directors is incapable of performing or not performing its duties of convening a shareholders' meeting, the <u>Supervisory Committee</u> <u>Audit Committee</u> shall convene and preside over such meeting in a timely manner; where the <u>Supervisory Committee</u> <u>Audit Committee</u> fails to convene and preside over such meeting, shareholders individually or jointly holding more than 10% of the Company's shares for 90 consecutive days or more may convene and preside over such meeting by themselves.</p> <p>When a shareholders' meeting is held and the presider of the meeting violates the rules of procedure making the meeting unable to continue, a person may be elected as the presider of the meeting with the approval of more than half of the attending shareholders with voting rights, to continue the meeting.</p>
<p>Article 69</p> <p>Where the shareholders' meeting requires directors, supervisors and senior management to attend the meeting, the directors, supervisors and senior management shall attend the meeting and answer the inquiries of shareholders.</p>	<p>Article 69</p> <p>Where the shareholders' meeting requires directors, supervisors and senior management to attend the meeting, the directors, supervisors and senior management shall attend the meeting and answer the inquiries of shareholders.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<p>Article 77</p> <p>The following matters shall be approved by ordinary resolutions at a shareholders' meeting:</p> <p>(I) work reports of the Board of Directors and the Supervisory Committee;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board of Directors;</p> <p>(III) election and removal of members of the Board of Directors and supervisors who are not employee representatives, their remuneration and method of payment;</p> <p>(IV) other matters other than those required by laws, administrative regulations, the listing rules of the place where the Company's shares are listed or the Articles of Association to be adopted by special resolution.</p>	<p>Article 77</p> <p>The following matters shall be approved by ordinary resolutions at a shareholders' meeting:</p> <p>(I) work reports of the Board of Directors <del>and the Supervisory Committee</del>;</p> <p>(II) profit distribution plans and loss recovery plans formulated by the Board of Directors;</p> <p>(III) election and removal of members of the Board of Directors <del>and supervisors who are not employee representatives</del>, their remuneration and method of payment;</p> <p>(IV) other matters other than those required by laws, administrative regulations, the listing rules of the place where the Company's shares are listed or the Articles of Association to be adopted by special resolution.</p>
<p>Article 80</p> <p>Director candidates shall generally be submitted by the board of directors of the Company to the shareholders' meeting of the Company by way of proposal. Shareholders, and the Supervisory Committee of the Company may nominate candidates for directors in accordance with the Articles of Association.</p> <p>.....</p>	<p>Article 80</p> <p>Director candidates shall generally be submitted by the <u>Board of Directors</u> of the Company to the shareholders' meeting of the Company by way of proposal. Shareholders, <del>and the Supervisory Committee</del> <u>the Board of Directors and the Audit Committee</u> of the Company may nominate candidates for directors in accordance with the Articles of Association.</p> <p>.....</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION**

Article 93	Article 93
<p>.....</p> <p>An extraordinary meeting may be convened in any of the following circumstances:</p> <p>(I) when proposed by shareholders representing more than one-tenth of the voting rights;</p> <p>(II) when jointly proposed by more than one-third of the directors;</p> <p>(III) when proposed by the Supervisory Committee;</p> <p>(IV) when the chairman considers necessary;</p> <p>(V) when proposed by more than half of the independent non-executive directors;</p> <p>(VI) when proposed by the general manager;</p> <p>(VII) other circumstances stipulated by laws and regulations, listing rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>The chairman shall convene and preside over a meeting of the board of directors within ten days after receiving the proposal.</p>	<p>.....</p> <p>An extraordinary meeting may be convened in any of the following circumstances:</p> <p>(I) when proposed by shareholders representing more than one-tenth of the voting rights;</p> <p>(II) when jointly proposed by more than one-third of the directors;</p> <p>(III) when proposed by the <u>Supervisory Committee Audit Committee</u>;</p> <p>(IV) when the chairman considers necessary;</p> <p>(V) when proposed by more than half of the independent non-executive directors;</p> <p>(VI) when proposed by the general manager;</p> <p>(VII) other circumstances stipulated by laws and regulations, listing rules of the place where the Company's shares are listed and the Articles of Association.</p> <p>The chairman shall convene and preside over a meeting of the board of directors within ten days after receiving the proposal.</p>

**APPENDIX I                    DETAILS OF THE PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION**

<p>Article 99</p> <p>The board of directors shall establish special committees such as audit committee, remuneration committee and nomination committee.</p> <p>.....</p>	<p>Article 99</p> <p>The board of directors shall establish special committees such as audit committee, remuneration committee and nomination committee.</p> <p><u>The Audit Committee shall exercise the functions and powers of the Supervisory Committee stipulated in the Company Law.</u></p> <p>.....</p>
<p><b>CHAPTER 7 SUPERVISORY COMMITTEE</b></p> <p>Article 108</p> <p>The Company shall have a Supervisory Committee.</p>	<p><b>CHAPTER 7 SUPERVISORY COMMITTEE</b></p> <p><del>Article 108</del></p> <p><del>The Company shall have a Supervisory Committee.</del></p>
<p>Article 109</p> <p>The Supervisory Committee consists of three supervisors, one of whom is the chairman of the Supervisory Committee. Supervisors serve for a term of three years and are eligible for re-election.</p> <p>The chairman of the Supervisory Committee shall be appointed or removed by more than two-thirds of the members of the Supervisory Committee.</p>	<p><del>Article 109</del></p> <p><del>The Supervisory Committee consists of three supervisors, one of whom is the chairman of the Supervisory Committee. Supervisors serve for a term of three years and are eligible for re-election.</del></p> <p><del>The chairman of the Supervisory Committee shall be appointed or removed by more than two-thirds of the members of the Supervisory Committee.</del></p>

**APPENDIX I**                    **DETAILS OF THE PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION**

<p>Article 110</p> <p>The members of the Supervisory Committee are comprised of two shareholder representatives and one employee representative of the Company. Shareholder representatives shall be elected and removed by the shareholders' meeting and employee representatives shall be elected and removed democratically by the Company's employee meeting. The proportion of employee representative supervisors shall not be less than one-third of the members of the Supervisory Committee.</p> <p>A supervisor shall continue to perform his/her duties in accordance with the laws, administrative regulations and the Articles of Association until a duly re-elected supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of supervisors during the term of office results in the number of supervisors being less than the quorum.</p>	<p>Article 110</p> <p><del>The members of the Supervisory Committee are comprised of two shareholder representatives and one employee representative of the Company. Shareholder representatives shall be elected and removed by the shareholders' meeting and employee representatives shall be elected and removed democratically by the Company's employee meeting. The proportion of employee representative supervisors shall not be less than one-third of the members of the Supervisory Committee.</del></p> <p><del>A supervisor shall continue to perform his/her duties in accordance with the laws, administrative regulations and the Articles of Association until a duly re-elected supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of supervisors during the term of office results in the number of supervisors being less than the quorum.</del></p>
<p>Article 111</p> <p>Directors and senior management of the Company shall not act concurrently as supervisors.</p>	<p>Article 111</p> <p><del>Directors and senior management of the Company shall not act concurrently as supervisors.</del></p>
<p>Article 112</p> <p>Meetings of the Supervisory Committee include regular meetings and extraordinary meetings. The Supervisory Committee shall hold at least one regular meeting every six months, which shall be convened and presided over by the chairman of the Supervisory Committee. Supervisors may propose to convene an extraordinary meeting of the Supervisory Committee. Where the chairman of the Supervisory Committee is incapable of performing or fails to perform his/her duties, a supervisor nominated by more than half of the supervisors shall convene and preside over the meetings of the Supervisory Committee.</p>	<p>Article 112</p> <p><del>Meetings of the Supervisory Committee include regular meetings and extraordinary meetings. The Supervisory Committee shall hold at least one regular meeting every six months, which shall be convened and presided over by the chairman of the Supervisory Committee. Supervisors may propose to convene an extraordinary meeting of the Supervisory Committee. Where the chairman of the Supervisory Committee is incapable of performing or fails to perform his/her duties, a supervisor nominated by more than half of the supervisors shall convene and preside over the meetings of the Supervisory Committee.</del></p>

Article 113  The Supervisory Committee is accountable to the shareholders' meeting and exercises the following functions and powers:  (I) to examine the Company's financial affairs;  (II) to supervise the directors and senior management in their performance of their duties and to propose the removal of directors and senior management who have violated laws, administrative regulations, the listing rules of the place where the Company's shares are listed, the Articles of Association or the resolutions of the shareholders' meeting;  (III) to demand any director or senior management of the Company who acts in a manner which is harmful to the Company's interests to rectify such behaviour;  (IV) to verify the financial information such as the financial reports, business reports and profit distribution plans to be submitted by the board of directors to the shareholders' meetings and, should any queries arise, to engage, in the name of the Company, certified public accountants and practising auditors to assist in the review;	Article 113  The Supervisory Committee is accountable to the shareholders' meeting and exercises the following functions and powers:  (I) to examine the Company's financial affairs;  (II) to supervise the directors and senior management in their performance of their duties and to propose the removal of directors and senior management who have violated laws, administrative regulations, the listing rules of the place where the Company's shares are listed, the Articles of Association or the resolutions of the shareholders' meeting;  (III) to demand any director or senior management of the Company who acts in a manner which is harmful to the Company's interests to rectify such behaviour;  (IV) to verify the financial information such as the financial reports, business reports and profit distribution plans to be submitted by the board of directors to the shareholders' meetings and, should any queries arise, to engage, in the name of the Company, certified public accountants and practising auditors to assist in the review;
--	--

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<p>(V) to propose the convening of extraordinary shareholders' meetings and to convene and preside over shareholders' meetings when the board of directors fails to perform the duty of convening and presiding over shareholders' meetings;</p> <p>(VI) to submit proposals to the shareholders' meeting;</p> <p>(VII) to investigate any irregularities identified in the operation of the Company; if necessary, to engage professional institutions such as accounting firms and law firms to assist its work at the expense of the Company;</p> <p>(VIII) to negotiate with the directors on behalf of the Company or to sue the directors and senior management in accordance with the laws and the Articles of Association; and</p> <p>(IX) other functions and powers specified by laws and regulations and the Articles of Association.</p> <p>Supervisors shall attend meetings of the board of directors and make inquiries or suggestions on the resolutions of meetings of the board of directors.</p> <p>Supervisors shall ensure that the information disclosed by the Company is true, accurate and complete.</p>	<p>(V) to propose the convening of extraordinary shareholders' meetings and to convene and preside over shareholders' meetings when the board of directors fails to perform the duty of convening and presiding over shareholders' meetings;</p> <p>(VI) to submit proposals to the shareholders' meeting;</p> <p>(VII) to investigate any irregularities identified in the operation of the Company; if necessary, to engage professional institutions such as accounting firms and law firms to assist its work at the expense of the Company;</p> <p>(VIII) to negotiate with the directors on behalf of the Company or to sue the directors and senior management in accordance with the laws and the Articles of Association; and</p> <p>(IX) other functions and powers specified by laws and regulations and the Articles of Association.</p> <p>Supervisors shall attend meetings of the board of directors and make inquiries or suggestions on the resolutions of meetings of the board of directors.</p> <p>Supervisors shall ensure that the information disclosed by the Company is true, accurate and complete.</p>
---	---

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Article 114	Article 114
<p>Meetings of the Supervisory Committee shall be held only if more than two-thirds of the members of the Supervisory Committee are present. Voting at meetings of the Supervisory Committee shall be conducted by open ballot, and each supervisor shall have one vote. Supervisors shall attend meetings of the Supervisory Committee in person. If a supervisor is unable to attend a meeting for any reason, he/she may appoint another supervisor by a written power of attorney specifying the scope of the authorization to attend the meeting on his/her behalf.</p> <p>Resolutions of the Supervisory Committee shall be passed by more than half of the members of the Supervisory Committee.</p>	<p>Meetings of the Supervisory Committee shall be held only if more than two-thirds of the members of the Supervisory Committee are present. Voting at meetings of the Supervisory Committee shall be conducted by open ballot, and each supervisor shall have one vote. Supervisors shall attend meetings of the Supervisory Committee in person. If a supervisor is unable to attend a meeting for any reason, he/she may appoint another supervisor by a written power of attorney specifying the scope of the authorization to attend the meeting on his/her behalf.</p> <p>Resolutions of the Supervisory Committee shall be passed by more than half of the members of the Supervisory Committee.</p>
Article 115	Article 115
<p>The Supervisory Committee formulated the rules of procedure of the Supervisory Committee and clarified the discussion methods and voting procedures of the Supervisory Committee to ensure the work efficiency and scientific decision-making of the Supervisory Committee.</p> <p>The rules of procedure of the Supervisory Committee shall be formulated by the Supervisory Committee and approved at the shareholders' meeting.</p>	<p>The Supervisory Committee formulated the rules of procedure of the Supervisory Committee and clarified the discussion methods and voting procedures of the Supervisory Committee to ensure the work efficiency and scientific decision-making of the Supervisory Committee.</p> <p>The rules of procedure of the Supervisory Committee shall be formulated by the Supervisory Committee and approved at the shareholders' meeting.</p>
Article 116	Article 116
<p>Minutes shall be made for the meetings of the Supervisory Committee. Supervisors attending the meeting and the recorder shall sign on the minutes. The minutes of meetings of the Supervisory Committee shall be kept by a person designated by the chairman of the Supervisory Committee. The minutes shall be kept for at least ten years.</p>	<p>Minutes shall be made for the meetings of the Supervisory Committee. Supervisors attending the meeting and the recorder shall sign on the minutes. The minutes of meetings of the Supervisory Committee shall be kept by a person designated by the chairman of the Supervisory Committee. The minutes shall be kept for at least ten years.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION**

Article 117	Article 117
All reasonable expenses incurred in the engagement of professionals such as lawyers, certified public accountants and practising auditors by the Supervisory Committee in the exercise of its functions and powers shall be borne by the Company.	<del>All reasonable expenses incurred in the engagement of professionals such as lawyers, certified public accountants and practising auditors by the Supervisory Committee in the exercise of its functions and powers shall be borne by the Company.</del>
Article 118	Article 118
Supervisors shall faithfully perform their supervisory duties in accordance with the laws, administrative regulations and the Articles of Association.  If a supervisor violates laws, regulations or the Articles of Association in the course of performing his/her duties and causes losses to the Company, he/she shall be liable for compensation.	<del>Supervisors shall faithfully perform their supervisory duties in accordance with the laws, administrative regulations and the Articles of Association.</del>  <del>If a supervisor violates laws, regulations or the Articles of Association in the course of performing his/her duties and causes losses to the Company, he/she shall be liable for compensation.</del>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

<p><b>CHAPTER 8 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT OF THE COMPANY</b></p> <p>Article 119</p> <p>A person may not serve as a director, supervisor, general manager or other senior management of the Company if any of the following circumstances apply:</p> <p>.....</p> <p>If the Company elects or appoints directors or supervisors or engages senior management in violation of the preceding paragraph, such election, appointment or engagement shall be invalid.</p> <p>Where any of the circumstances set out in paragraph (I) of this provision occurs during the term of office of a director, supervisor or senior management, the Company shall remove him/her from office.</p>	<p><b>CHAPTER 7 QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT OF THE COMPANY</b></p> <p>Article 108</p> <p>A person may not serve as a director, <del>supervisor, general manager or other</del> senior management of the Company if any of the following circumstances apply:</p> <p>.....</p> <p>If the Company elects or appoints directors <del>or supervisors</del> or engages senior management in violation of the preceding paragraph, such election, appointment or engagement shall be invalid.</p> <p>Where any of the circumstances set out in paragraph (I) of this provision occurs during the term of office of a director <del>supervisor</del> or senior management, the Company shall remove him/her from office.</p>
<p>Article 121</p> <p>.....</p> <p>Directors shall faithfully perform their following obligations to the Company:</p> <p>(III) not to exploit his/her position to bribe or accept other illegal income;</p> <p>.....</p>	<p>Article 110</p> <p>.....</p> <p>Directors shall faithfully perform their following obligations to the Company:</p> <p>(III) not to exploit his/her position to bribe or accept other illegal income;</p> <p>.....</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Article 122	Article 111
Each of the Company's directors, supervisors and senior management owes a duty, in the exercise of his/her powers and discharge of his/her duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.	Each of the Company's directors, supervisors and senior management owes a duty, in the exercise of his/her powers and discharge of his/her duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
Article 123	Article 112
.....	.....
The directors shall diligently perform their following obligations to the Company: ..... (V) to truthfully provide the Supervisory Committee with relevant information and data, and shall not hinder the Supervisory Committee or supervisors from exercising their functions and powers; .....	The directors shall diligently perform their following obligations to the Company: ..... (V) to truthfully provide the <u>Supervisory Committee Audit Committee</u> with relevant information and data, and shall not hinder the <u>Supervisory Committee or supervisors Audit Committee</u> from exercising their functions and powers; .....
Article 125	Article 125
A supervisor shall abide by the laws, administrative regulations and the Articles of Association, faithfully and diligently perform his/her duties to the Company, and shall not exploit his/her position to accept bribes or other illegal income or expropriate the Company's property.	A supervisor shall abide by the laws, administrative regulations and the Articles of Association, faithfully and diligently perform his/her duties to the Company, and shall not exploit his/her position to accept bribes or other illegal income or expropriate the Company's property.

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Article 126	Article 114
<p>The directors, supervisors and senior management of the Company shall not direct the following persons or institutions (“related persons”) to do what the directors, supervisors and senior management are prohibited from doing:</p> <p>(I) the spouse or minor child of that director, supervisor or senior management of the Company;</p> <p>(II) a person acting in the capacity of trustee of that director, supervisor, senior management of the Company or any person referred to in paragraph (I) of this provision;</p> <p>(III) a partner of that director, supervisor, senior management of the Company or any person referred to in paragraphs (I) and (II) of this provision;</p> <p>(IV) a company in which a director, supervisor or senior management of the Company, alone or jointly with one or more persons referred to in paragraphs (I), (II) and (III) of this provision or other directors, supervisors and senior management of the Company, has de facto control; and</p> <p>(V) directors, supervisors and senior management of the controlled company referred to in paragraph (IV) of this provision.</p>	<p>The directors, supervisors and senior management of the Company shall not direct the following persons or institutions (“related persons”) to do what the directors, supervisors and senior management are prohibited from doing:</p> <p>(I) the spouse or minor child of that director, supervisor or senior management of the Company;</p> <p>(II) a person acting in the capacity of trustee of that director, supervisor, senior management of the Company or any person referred to in paragraph (I) of this provision;</p> <p>(III) a partner of that director, supervisor, senior management of the Company or any person referred to in paragraphs (I) and (II) of this provision;</p> <p>(IV) a company in which a director, supervisor or senior management of the Company, alone or jointly with one or more persons referred to in paragraphs (I), (II) and (III) of this provision or other directors, supervisor and senior management of the Company, has de facto control; and</p> <p>(V) directors, supervisor and senior management of the controlled company referred to in paragraph (IV) of this provision.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION**

Article 127	Article 115
<p>The fiduciary duties of the directors, supervisors and senior management of the Company do not necessarily cease with the termination of their tenure. The duty of confidence in relation to trade secrets of the Company survives the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination and the act concerned and the circumstances under which the relationships between them and the Company are terminated.</p>	<p>The fiduciary duties of the directors, supervisor and senior management of the Company do not necessarily cease with the termination of their tenure. The duty of confidence in relation to trade secrets of the Company survives the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination and the act concerned and the circumstances under which the relationships between them and the Company are terminated.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Article 128	Article 116
<p>In addition to any rights and remedies provided by the laws, administrative regulations and the listing rules of the place where the shares of the Company are listed, where a director, supervisor or senior management of the Company is in breach of his/her duties to the Company, the Company has a right to:</p> <p>(I) require the relevant directors, supervisors and senior management to compensate the Company for the losses caused by their dereliction of duty;</p> <p>(II) rescind any contract or transaction entered into by the Company with the director, supervisor or senior management or with a third party (where such third party knows or should know that there is such a breach of duties by such director, supervisor or senior management);</p> <p>(III) demand an account of the profits made by the director, supervisor or senior management in breach of his/her duties;</p> <p>(IV) recover any monies received by the director, supervisor or senior management which should have been received by the Company, including (but not limited to) commissions;</p> <p>(V) demand payment of the interest earned or which may have been earned by the director, supervisor or senior management on the monies that should have been paid to the Company.</p>	<p>In addition to any rights and remedies provided by the laws, administrative regulations and the listing rules of the place where the shares of the Company are listed, where a director, supervisor or senior management of the Company is in breach of his/her duties to the Company, the Company has a right to:</p> <p>(I) require the relevant directors, supervisors and senior management to compensate the Company for the losses caused by their dereliction of duty;</p> <p>(II) rescind any contract or transaction entered into by the Company with the director, supervisor or senior management or with a third party (where such third party knows or should know that there is such a breach of duties by such director, supervisor or senior management);</p> <p>(III) demand an account of the profits made by the director, supervisor or senior management in breach of his/her duties;</p> <p>(IV) recover any monies received by the director, supervisor or senior management which should have been received by the Company, including (but not limited to) commissions;</p> <p>(V) demand payment of the interest earned or which may have been earned by the director, supervisor or senior management on the monies that should have been paid to the Company.</p>

**APPENDIX I****DETAILS OF THE PROPOSED AMENDMENTS TO THE  
ARTICLES OF ASSOCIATION**

	<p><u>Article 132</u></p> <p>Where a vacancy occurs in the position of the accounting firm, the Board of Directors may appoint an accounting firm to fill such vacancy before the convening of the general meeting, but such appointment shall be confirmed by the next general meeting. However, during the continuance of such vacancy, if the Company has other incumbent accounting firms, such accounting firms may still act.</p>
Article 166	Article 155
The rules of procedure of the shareholders' meeting, the rules of procedure of the board of directors and the rules of procedure of the Supervisory Committee are integral to the Articles of Association and shall have the same legal effect as the Articles of Association.	The rules of procedure of the shareholders' meeting, the rules of procedure of the board of directors and <del>the rules of procedure of the Supervisory Committee</del> are integral to the Articles of Association and shall have the same legal effect as the Articles of Association.
Wise Living Technology Co., Ltd	<u>Wise Living Technology Co., Ltd</u> <u>SL Gemini Energy Co., Ltd</u>

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---



# 慧居科技

**Wise Living Technology Co., Ltd**  
**慧居科技股份有限公司**

*(A joint stock limited liability company incorporated in the People's Republic of China)*  
**(Stock Code: 2481)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (“EGM”) of Wise Living Technology Co., Ltd (the “**Company**”) will be held at 2:00 p.m. on Thursday, 26 February 2026 at Company Conference Room, No. 168 Wucheng South Road, Taiyuan Economic and Technological Development Zone, Xiaodian District, Taiyuan City, Shanxi Province, People’s Republic of China to transact the following business. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular dated 3 February 2026 issued by the Company (the “**Circular**”):

#### AS SPECIAL RESOLUTIONS

1. To consider and approve the proposed Change of Company Name of the Company;
2. To consider and approve the proposed Abolition of the Supervisory Committee;
3. To consider and approve the Proposed Amendments to the Articles of Association of the Company; and

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

4. Any one or more Director(s) be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and execute all such documents and/or do all such acts as the Director(s) may, in his/her absolute discretion, deem necessary or expedient and in the interest of the Company in order to deal with other related issues arising from the proposed Change of Company Name, the proposed Abolition of the Supervisory Committee and the Proposed Amendments to the Articles of Association.

By order of the Board  
**Wise Living Technology Co., Ltd**  
**LI Baoshan**  
*Chairman and Executive Director*

Hong Kong, 3 February 2026

*Notes:*

1. Details of the above resolutions are set out in the Circular.
2. All resolutions at the EGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.hkjcn>) in accordance with the Listing Rules.
3. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. A proxy need not be a Shareholder. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every Shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
4. In case of joint holders of shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders are present at any meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
5. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by holders of H Shares, or to the Company's registered office at Room 202, 2/F, No. 15 Shuangliang Road, Ligang Street, Jiangyin City, Jiangsu Province, The PRC by holders of Domestic Shares not less than 48 hours before the time appointed for the EGM (i.e. not later than 2:00 p.m. on Tuesday, 24 February 2026) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

---

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

6. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 23 February 2026 to Thursday, 26 February 2026, both dates inclusive, during which period no transfer of H Shares will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be Thursday, 26 February 2026. In order to be eligible to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 20 February 2026.
7. Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the EGM. If a corporate Shareholder appoints an authorised representative to attend the EGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the Board of Directors or other authorised parties of the corporate Shareholder or other notarially certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the EGM.
8. The on-site EGM is expected to take less than half a day. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
9. Unless otherwise defined, capitalised terms used in this notice shall have the same meaning as those defined in the Circular.