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(深圳市海普瑞藥業集團股份有限公司

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

(Stock code: 9989)

**2022 WORK REPORT OF THE BOARD OF DIRECTORS
2022 WORK REPORT OF THE SUPERVISORY COMMITTEE
2022 ANNUAL REPORT AND ITS SUMMARY,
H SHARES RESULTS ANNOUNCEMENT,
H SHARES 2022 ANNUAL REPORT, 2022 CORPORATE GOVERNANCE REPORT AND
2022 ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
2022 FINAL FINANCIAL REPORT
2022 PROFIT DISTRIBUTION PROPOSAL
RE-APPOINTMENT OF AUDITORS OF THE COMPANY
ELECTION OF THE SIXTH SESSION OF THE BOARD
REMUNERATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF
THE SIXTH SESSION OF THE BOARD
ELECTION OF THE SIXTH SESSION OF THE SUPERVISORY COMMITTEE
PURCHASE OF WEALTH MANAGEMENT PRODUCTS AND CASH FLOW MANAGEMENT
USING INTERNAL FUNDS
APPLICATION FOR CREDIT LINE AND PROVIDING GUARANTEE TO CERTAIN BANKS FOR 2023
AMENDMENT OF ARTICLES OF ASSOCIATION
AND
NOTICE OF THE 2022 ANNUAL GENERAL MEETING**

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2:30 ... (...) ... 22, 2023 ... 2/
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Not applicable for the 2022 Annual General Meeting of the Association of ...

DEFINITIONS

I say of legal entities, and say of legal entities, that they are not persons, and

A .

LETTER FROM THE BOARD



SHENZHEN HEPALINK PHARMACEUTICAL GROUP CO., LTD.
(深圳市海普瑞藥業集團股份有限公司)
(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 9989)

English Director:
(Chairman: B.)
(Director: G. M.)
(Director: M.)

Chinese Director: P. C.
21
K.

Independent Director:
K.
K.

Chairman: P.
H. K.
4724, 471
K.
30
K.

April 20, 2023

**2022 WORK REPORT OF THE BOARD OF DIRECTORS
2022 WORK REPORT OF THE SUPERVISORY COMMITTEE
2022 ANNUAL REPORT AND ITS SUMMARY,
H SHARES RESULTS ANNOUNCEMENT,
H SHARES 2022 ANNUAL REPORT,
2022 CORPORATE GOVERNANCE REPORT AND
2022 ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
2022 FINAL FINANCIAL REPORT
2022 PROFIT DISTRIBUTION PROPOSAL
RE-APPOINTMENT OF AUDITORS OF THE COMPANY
ELECTION OF THE SIXTH SESSION OF THE BOARD
REMUNERATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF
THE SIXTH SESSION OF THE BOARD
ELECTION OF THE SIXTH SESSION OF THE SUPERVISORY COMMITTEE
PURCHASE OF WEALTH MANAGEMENT PRODUCTS AND
CASH FLOW MANAGEMENT
USING INTERNAL FUNDS
APPLICATION FOR CREDIT LINE AND PROVIDING GUARANTEE TO
CERTAIN BANKS FOR 2023
AMENDMENT OF ARTICLES OF ASSOCIATION**

LETTER FROM THE BOARD

1. INTRODUCTION

The Board of Directors (the "Board") of (Company Name) ("Company") is pleased to announce that the Company has filed its 2022 Annual Report with the Securities and Exchange Commission ("SEC") and is available on the SEC's website.

- A. A copy of the 2022 Annual Report can be found on the SEC's website at:
- 2022 Annual Report
 - 2022 Annual Report
 - 2022 Annual Report, 2022 Annual Report, 2022 Annual Report
 - 2022 Annual Report
 - 2022 Annual Report
 - 2022 Annual Report
 - 2022 Annual Report
 - 2022 Annual Report
 - 2022 Annual Report
 - 2022 Annual Report
- A. A copy of the 2022 Annual Report can be found on the SEC's website at:
- 2022 Annual Report
 - 2022 Annual Report
 - 2022 Annual Report
 - 2022 Annual Report
 - 2022 Annual Report
 - 2022 Annual Report
 - 2022 Annual Report
 - 2022 Annual Report
 - 2022 Annual Report
 - 2022 Annual Report

2. MATTERS TO BE CONSIDERED AT THE ANNUAL GENERAL MEETING

i. 2022 Work Report of the Board of Directors

The Board of Directors ("Board") of (Company Name) ("Company") is pleased to announce that the Company has filed its 2022 Annual Report with the Securities and Exchange Commission ("SEC") and is available on the SEC's website. The Board of Directors has reviewed and approved the 2022 Annual Report, which includes the Board's report on the Company's performance over the past year.

LETTER FROM THE BOARD

ii. 2022 Work Report of the Supervisory Committee

The Supervisory Committee has reviewed the 2022 Work Report of the Supervisory Committee, which was approved by the Board of Supervisors on December 29, 2023. The Board of Supervisors has also reviewed the 2022 Work Report of the Supervisory Committee, which was approved by the Board of Supervisors on December 29, 2023.

iii. 2022 Annual Report and its Summary, H Shares Results Announcement, H Shares 2022 Annual Report, 2022 Corporate Governance Report and 2022 Environmental, Social and Governance Report

The Board of Directors has reviewed the 2022 Annual Report and its Summary, H Shares Results Announcement, H Shares 2022 Annual Report, 2022 Corporate Governance Report and 2022 Environmental, Social and Governance Report, which were approved by the Board of Directors on December 29, 2023. The Board of Directors has also reviewed the 2022 Annual Report and its Summary, H Shares Results Announcement, H Shares 2022 Annual Report, 2022 Corporate Governance Report and 2022 Environmental, Social and Governance Report, which were approved by the Board of Directors on December 29, 2023.

iv. 2022 Final Financial Report

The Board of Directors has reviewed the 2022 Final Financial Report, which was approved by the Board of Directors on December 29, 2023. The Board of Directors has also reviewed the 2022 Final Financial Report, which was approved by the Board of Directors on December 29, 2023.

v. 2022 Profit Distribution Proposal

The Board of Directors has reviewed the 2022 Profit Distribution Proposal, which was approved by the Board of Directors on December 31, 2022 (Final Dividend). The Board of Directors has also reviewed the 2022 Profit Distribution Proposal, which was approved by the Board of Directors on December 31, 2022 (Final Dividend).

The Board of Directors has reviewed the 2022 Profit Distribution Proposal, which was approved by the Board of Directors on December 15, 2023. The Board of Directors has also reviewed the 2022 Profit Distribution Proposal, which was approved by the Board of Directors on December 31, 2023.

LETTER FROM THE BOARD

vi. Re-appointment of auditors of the Company

At the meeting of the Board of Directors held on August 29, 2023, the Board of Directors of the Company, by a majority vote, resolved to re-appoint PricewaterhouseCoopers (“PwC”) as the auditor of the Company for the year 2023.

The Board of Directors also resolved to authorize the Company’s management to execute all necessary procedures to complete the re-appointment of PwC as the auditor of the Company for the year 2023.

vii. Election of the sixth session of the Board

At the meeting of the Board of Directors held on August 29, 2023, the Board of Directors of the Company, by a majority vote, resolved to elect the following members to the sixth session of the Board of Directors: **Mr. Li**, **Ms. Li**, **Mr. Shan**, **Dr. Lu**, **Mr. Zhang**, **Mr. Huang**, and **Mr. Yi**.

LETTER FROM THE BOARD

董事會於2015年11月11日召開第14次會議，討論及通過本報告所述事項。

3.4 董事會於2015年11月11日召開第14次會議，討論及通過本報告所述事項。董事會認為，本公司在過去一年中，業務發展良好，財務穩健，股東權益得到保障。董事會成員均具備豐富的行業經驗及專業知識，能夠為公司發展提供有效指導。此外，董事會亦關注公司之社會責任及可持續發展，並積極參與各項社會公益活動。

董事會成員名單如下：
 A. 主席：A
 A. 副主席：A
 A. 獨立非執行董事：A

viii. Remuneration of independent non-executive Directors of the sixth session of the Board

根據本報告第3.4節所述，獨立非執行董事的薪酬如下：
 100,000 (人民幣)，包括：
 1. 固定薪酬：A
 2. 浮動薪酬：A
 3. 津貼及福利：A

ix. Election of the sixth session of the Supervisory Committee

本公司於2015年11月11日召開第184次股東大會，選舉第六屆監事會成員。出席會議的股東總數為A人，代表有權投票的股份總數為A股。經投票選舉，第六屆監事會成員如下：
 (Ms. Tang)
 (Mr. Zheng)
 A

LETTER FROM THE BOARD

董事鄭澤輝先生(鄭澤輝), 53, 2006. 1992. 2011.

董事唐海均先生(唐海均), 44, () 2001. 2007. 2014.

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13.51(2)() 13.51(2)()

LETTER FROM THE BOARD

x. Purchase of Wealth Management Products and Cash Flow Management Using Internal Funds

The Board has approved the purchase of wealth management products and cash flow management using internal funds for the year ending December 31, 2023.

The Board has also approved the purchase of wealth management products and cash flow management using internal funds for the year ending December 31, 2023.

xi. Application for Credit Line and Providing Guarantee to Certain Banks for 2023

The Board has approved the application for a credit line and providing a guarantee to certain banks for the year ending December 31, 2023.

The Board has also approved the application for a credit line and providing a guarantee to certain banks for the year ending December 31, 2023.

xii. Amendment of Articles of Association

The Board has approved the amendment of the Articles of Association for the year ending December 31, 2023.

The Board has also approved the amendment of the Articles of Association for the year ending December 31, 2023.

3. ANNUAL GENERAL MEETING AND CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The Board has approved the annual general meeting and the closure of the register of members of H shares for the year ending December 31, 2023.

LETTER FROM THE BOARD

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... 16 ... 4:30 ... 25, 2023.
... 31, 2023 ...
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4. VOTING BY POLL

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LETTER FROM THE BOARD

5. RECOMMENDATION

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Shenzhen Hepalink Pharmaceutical Group Co., Ltd.

Li Li

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Non-independent Directors**(i) Mr. Li Li**

(李鋈), 59,
28.
A
2012

(ii) Ms. Li Tan

(李坦), 58, 28, A.

A 1998. A 2007; A 2007; () 2014; 2010; A 2013; A 2015; A 2016.

() 1987 2005.

A 922,391,179 A , 73.96% A () 408,041,280 A () 99.00% 1.00% ; () 474,029,899 A 99.00% 1.00% ; () 40,320,000 A () .

(iii) Mr. Shan Yu

(單宇), 62, 28

1998. 2000; A 2007; 2009; A 2009; 2010; 2013; A 2014.

1982 2005.

A 99% 46,425,600 A 38.88% 15,118,035 A 52,302,892 A 3.56%

(iv) Mr. Zhang Ping

(張平), 58, 1992 1998,

30. 2021 A 2022. A 2002 2021

1988. 2002.

A A A

A 1980, 1981, 1982, 1983, 1984, 1985, 1986, 1987, 1988, 1989, 1990, 1991, 1992, 1993, 1994, 1995, 1996, 1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019.

(A 1980, 1981, 1982, 1983, 1984, 1985, 1986, 1987, 1988, 1989, 1990, 1991, 1992, 1993, 1994, 1995, 1996, 1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019).

A 1980, 1981, 1982, 1983, 1984, 1985, 1986, 1987, 1988, 1989, 1990, 1991, 1992, 1993, 1994, 1995, 1996, 1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019.

Independent Non-Executive Directors

(v) *Dr. Lu Chuan*

(呂川), 1953, 1980, 1981, 1982, 1983, 1984, 1985, 1986, 1987, 1988, 1989, 1990, 1991, 1992, 1993, 1994, 1995, 1996, 1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019.

1991, 1992, 1993, 1994, 1995, 1996, 1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019.

(A 1980, 1981, 1982, 1983, 1984, 1985, 1986, 1987, 1988, 1989, 1990, 1991, 1992, 1993, 1994, 1995, 1996, 1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019).

A.

(vi) *Mr. Huang Peng*

(黃鵬), 74, 1949, 2003.
 1995
 1985.
 1988,
 (新時代企業家研究院)
 A A (.
 : 601890), (.
 : 301180), (.
 : 300819) &
 (. : 603828).

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(vii) *Mr. Yi Ming*

(易銘), 46, 1977,
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 2014.
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 2003 2012. (A) A
 2013 2018. A A
 2018.

A.

1. The Board shall consist of six members, including the Chairperson, who shall be appointed by the Government of Karnataka, after consulting the Government of India and the Government of Andhra Pradesh, and shall hold office for a period of five years from the date of appointment, or until such date as they may be removed from office by the Government of Karnataka, and shall be eligible for re-appointment.

2. The Chairperson and the members of the Board shall be appointed from amongst persons who are qualified to hold the office of a member of the Board, and shall be appointed on such terms and conditions as may be determined by the Government of Karnataka, after consulting the Government of India and the Government of Andhra Pradesh.

3. The Government of Karnataka may, after consulting the Government of India and the Government of Andhra Pradesh, remove any member of the Board from office if he or she is found to be incapable of discharging the duties of his or her office, or if he or she is guilty of any offence involving moral turpitude, or if he or she is unable to perform the duties of his or her office, or if he or she is otherwise unfit to hold the office of a member of the Board.

4. The Government of Karnataka may, after consulting the Government of India and the Government of Andhra Pradesh, remove any member of the Board from office if he or she is found to be incapable of discharging the duties of his or her office, or if he or she is guilty of any offence involving moral turpitude, or if he or she is unable to perform the duties of his or her office, or if he or she is otherwise unfit to hold the office of a member of the Board.

A. The Government of Karnataka may, after consulting the Government of India and the Government of Andhra Pradesh, remove any member of the Board from office if he or she is found to be incapable of discharging the duties of his or her office, or if he or she is guilty of any offence involving moral turpitude, or if he or she is unable to perform the duties of his or her office, or if he or she is otherwise unfit to hold the office of a member of the Board.

Article 14 of the Existing Articles of Association (EAOA) is amended to read as follows: Article 14 (The name of the Association shall be "The [Name of the Association] Association")

<p style="text-align: center;">Existing Provisions of the Articles of Association</p>	<p style="text-align: center;">Proposed Amendments to the Articles of Association</p>
<p>Article 14 The name of the Association shall be "The [Name of the Association] Association".</p> <p>A. (The name of the Association shall be "The [Name of the Association] Association"),</p> <p>(The name of the Association shall be "The [Name of the Association] Association"),</p>	<p>Article 14 The name of the Association shall be "The [Name of the Association] Association".</p> <p>A. (The name of the Association shall be "The [Name of the Association] Association"),</p> <p>(The name of the Association shall be "The [Name of the Association] Association"),</p>
<p>Article 97 A [Name of the Association] shall be a non-profit organization organized and operated exclusively for the purposes of [Name of the Association] and shall not have a purpose that is in any way in violation of the laws of the United States or any state or territory of the United States.</p> <p>A. [Name of the Association] shall be a non-profit organization organized and operated exclusively for the purposes of [Name of the Association] and shall not have a purpose that is in any way in violation of the laws of the United States or any state or territory of the United States.</p>	<p>Article 97 A [Name of the Association] shall be a non-profit organization organized and operated exclusively for the purposes of [Name of the Association] and shall not have a purpose that is in any way in violation of the laws of the United States or any state or territory of the United States.</p> <p>A. [Name of the Association] shall be a non-profit organization organized and operated exclusively for the purposes of [Name of the Association] and shall not have a purpose that is in any way in violation of the laws of the United States or any state or territory of the United States.</p>

OF THE 2022 ANNUAL GENERAL MEETING

NOTICE OF THE 2022 A

NOTICE IS HEREBY GIVEN 2022

Company

22, 2023

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ORDINARY RESOLUTIONS

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SPECIAL RESOLUTIONS 深圳市海

2023

NOTICE OF THE 2022 ANNUAL GENERAL MEETING

ORDINARY RESOLUTION

8. To approve the financial statements of the Company for the financial year ended 31 December 2021, together with the directors' report and the auditors' report thereon;

SPECIAL RESOLUTION


9. To approve the proposed amendments to the Memorandum and Articles of Association of the Company, as set out in the Special Resolution Notice, and to authorize the directors to take all such steps as may be necessary to give effect to the proposed amendments.

ORDINARY RESOLUTIONS

10. To approve the proposed amendments to the Memorandum and Articles of Association of the Company, as set out in the Ordinary Resolution Notice, and to authorize the directors to take all such steps as may be necessary to give effect to the proposed amendments;
11. To approve the proposed amendments to the Memorandum and Articles of Association of the Company, as set out in the Ordinary Resolution Notice, and to authorize the directors to take all such steps as may be necessary to give effect to the proposed amendments;
- 11.01 To approve the proposed amendments to the Memorandum and Articles of Association of the Company, as set out in the Ordinary Resolution Notice, and to authorize the directors to take all such steps as may be necessary to give effect to the proposed amendments;
- 11.02 To approve the proposed amendments to the Memorandum and Articles of Association of the Company, as set out in the Ordinary Resolution Notice, and to authorize the directors to take all such steps as may be necessary to give effect to the proposed amendments;
- 11.03 To approve the proposed amendments to the Memorandum and Articles of Association of the Company, as set out in the Ordinary Resolution Notice, and to authorize the directors to take all such steps as may be necessary to give effect to the proposed amendments;
- 11.04 To approve the proposed amendments to the Memorandum and Articles of Association of the Company, as set out in the Ordinary Resolution Notice, and to authorize the directors to take all such steps as may be necessary to give effect to the proposed amendments;

NOTICE OF THE 2022 ANNUAL GENERAL MEETING

12. 审议《2022年度利润分配方案》的议案；
- 12.01 审议《2022年度利润分配方案》的议案；
- 12.02 审议《2022年度利润分配方案》的议案；
- 12.03 审议《2022年度利润分配方案》的议案；
13. 审议《2022年度利润分配方案》的议案；
- 13.01 审议《2022年度利润分配方案》的议案；
- 13.02 审议《2022年度利润分配方案》的议案；


Shenzhen Hepalink Pharmaceutical Group Co., Ltd.
Li Li
C.

2023年1月20日

NOTICE OF THE 2022 ANNUAL GENERAL MEETING

Notice:

1. The 2022 Annual General Meeting of the Shareholders of the Company shall be held on 17, 2023 (Monday) at 10:00 a.m. at the Company's Head Office (17F, 1-1-1, Higashi-Shinjuku, Shinjuku-ku, Tokyo 163-0292, Japan). A special dividend of 17% shall be paid to the Shareholders of Record as of the Record Date of 16, 2023 (Friday) at 4:30 p.m. at the Company's Head Office (17F, 1-1-1, Higashi-Shinjuku, Shinjuku-ku, Tokyo 163-0292, Japan) on 16, 2023 (Friday).
The 2022 Annual General Meeting of the Shareholders of the Company shall be held on 22, 2023 (Saturday) at 10:00 a.m. at the Company's Head Office (17F, 1-1-1, Higashi-Shinjuku, Shinjuku-ku, Tokyo 163-0292, Japan).
2. The 2022 Annual General Meeting of the Shareholders of the Company shall be held on 22, 2023 (Saturday) at 10:00 a.m. at the Company's Head Office (17F, 1-1-1, Higashi-Shinjuku, Shinjuku-ku, Tokyo 163-0292, Japan).
3. The 2022 Annual General Meeting of the Shareholders of the Company shall be held on 22, 2023 (Saturday) at 10:00 a.m. at the Company's Head Office (17F, 1-1-1, Higashi-Shinjuku, Shinjuku-ku, Tokyo 163-0292, Japan).
4. The 2022 Annual General Meeting of the Shareholders of the Company shall be held on 24, 2023 (Monday) at 10:00 a.m. at the Company's Head Office (17F, 1-1-1, Higashi-Shinjuku, Shinjuku-ku, Tokyo 163-0292, Japan). A special dividend of 16% shall be paid to the Shareholders of Record as of the Record Date of 24, 2023 (Monday) at 4:30 p.m. at the Company's Head Office (17F, 1-1-1, Higashi-Shinjuku, Shinjuku-ku, Tokyo 163-0292, Japan) on 24, 2023 (Monday).
The 2022 Annual General Meeting of the Shareholders of the Company shall be held on 24, 2023 (Monday) at 10:00 a.m. at the Company's Head Office (17F, 1-1-1, Higashi-Shinjuku, Shinjuku-ku, Tokyo 163-0292, Japan).
5. The 2022 Annual General Meeting of the Shareholders of the Company shall be held on 24, 2023 (Monday) at 10:00 a.m. at the Company's Head Office (17F, 1-1-1, Higashi-Shinjuku, Shinjuku-ku, Tokyo 163-0292, Japan).
The 2022 Annual General Meeting of the Shareholders of the Company shall be held on 24, 2023 (Monday) at 10:00 a.m. at the Company's Head Office (17F, 1-1-1, Higashi-Shinjuku, Shinjuku-ku, Tokyo 163-0292, Japan).
6. A special dividend of 16% shall be paid to the Shareholders of Record as of the Record Date of 24, 2023 (Monday) at 4:30 p.m. at the Company's Head Office (17F, 1-1-1, Higashi-Shinjuku, Shinjuku-ku, Tokyo 163-0292, Japan) on 24, 2023 (Monday).
7. A special dividend of 16% shall be paid to the Shareholders of Record as of the Record Date of 24, 2023 (Monday) at 4:30 p.m. at the Company's Head Office (17F, 1-1-1, Higashi-Shinjuku, Shinjuku-ku, Tokyo 163-0292, Japan) on 24, 2023 (Monday).
8. The 2022 Annual General Meeting of the Shareholders of the Company shall be held on 11, 2023 (Monday) at 10:00 a.m. at the Company's Head Office (17F, 1-1-1, Higashi-Shinjuku, Shinjuku-ku, Tokyo 163-0292, Japan).
(O) The 2022 Annual General Meeting of the Shareholders of the Company shall be held on 11, 2023 (Monday) at 10:00 a.m. at the Company's Head Office (17F, 1-1-1, Higashi-Shinjuku, Shinjuku-ku, Tokyo 163-0292, Japan).
(O) The 2022 Annual General Meeting of the Shareholders of the Company shall be held on 11, 2023 (Monday) at 10:00 a.m. at the Company's Head Office (17F, 1-1-1, Higashi-Shinjuku, Shinjuku-ku, Tokyo 163-0292, Japan).
(O) The 2022 Annual General Meeting of the Shareholders of the Company shall be held on 11, 2023 (Monday) at 10:00 a.m. at the Company's Head Office (17F, 1-1-1, Higashi-Shinjuku, Shinjuku-ku, Tokyo 163-0292, Japan).
(O) The 2022 Annual General Meeting of the Shareholders of the Company shall be held on 11, 2023 (Monday) at 10:00 a.m. at the Company's Head Office (17F, 1-1-1, Higashi-Shinjuku, Shinjuku-ku, Tokyo 163-0292, Japan).

NOTICE OF THE 2022 ANNUAL GENERAL MEETING

(iii) The Board of Directors has determined that the proposed amendments to the Charter are in the best interests of the Corporation and its stockholders and are consistent with the long-term interests of the Corporation and its stockholders. The Board of Directors has also determined that the proposed amendments to the Charter are necessary to ensure that the Corporation is able to conduct its business in a manner that is consistent with the best interests of its stockholders and the Corporation.

9. ^K