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## APPENDIX V

## SUMMARY OF THE ARTICLES OF ASSOCIATION

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This Appendix mainly provides [REDACTED] with a summary of the Articles of Association.

The following information is only a summary and may not include all the materials that may be important to potential [REDACTED].

### GENERAL PROVISIONS

The term of operation of the Company is from 15 May 2007 to 14 May 2057.

The shareholders are liable for the Company to the extent of their subscribed shares, while the Company is liable for its debts to the extent of its entire assets.

The Articles of Association shall, from its effective date, constitute a legally binding document regulating the Company’s organization and conduct as well as the rights and obligations between the Company and each shareholder and among the shareholders inter se, and shall be legally binding on the Company, its shareholders, directors and senior management personnel. Pursuant to the Articles of Association, shareholders may institute legal proceedings against shareholders, against directors and senior management personnel of the Company, and against the Company, while the Company may institute legal proceedings against shareholders, directors and senior management personnel.

### PURPOSE AND SCOPE OF BUSINESS

The Company’s business purpose is: to grab the market share with high-quality products and a market demand oriented approach, expand business channels, strive to improve the Company’s economic benefits, and create investment returns for shareholders to the extent permitted by PRC laws and regulations.

The Company’s business scope, as registered by law, is: the design, development and sales of Integrated Circuits, computer hardware and software, business information consulting, import and export of goods and technologies, and leasing of self-owned properties.

### SHARES

#### Issuance of Shares

The shares of the Company are in the form of share certificates.

The Company shall issue shares under the principles of openness, fairness and equality and shares of the same class shall carry the equal rights. Shares of the same class issued at the same time shall be issued under the same condition and at the same price; the same price shall be paid for each share subscribed for by any subscriber.

#### Increase, Reduction and Repurchase of Shares

Based on the needs of operation and development, the Company may increase capital by the following means in accordance with the provisions of the laws, regulations and regulatory rules of the place where the Company’s shares are listed upon resolution of the Shareholders’ General Meeting:

(I) offering shares to unspecific objects;

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(II) offering shares to specific objects;

(III) allotting bonus shares to existing shareholders;

(IV) converting provident fund into share capital;

(V) other methods specified by the laws and administrative regulations and approved by the securities regulatory authorities at the place where the Company’s shares are listed.

The Company’s issuance of convertible corporate bonds as approved by the CSRC shall be in strict compliance with the relevant provisions of the CSRC on the issuance and management of convertible corporate bonds and the relevant provisions of issuance terms of the Company’s convertible corporate bonds prospectus. After the convertible corporate bonds enter the conversion period, the Company shall inquire about the changes in shares from the Shanghai Branch of China Securities Depository and Clearing Corporation Limited on a monthly basis, handle the procedures such as changes in shares as required and fulfill the obligation of information disclosure.

The Company’s increase in capital by issuing new shares shall be handled in accordance with the procedures provided for in relevant laws, administrative regulations, departmental rules and regulatory documents of the place where the Company’s shares are listed and the listing rules of the Stock Exchanges after having been approved in accordance with the Articles of Association.

The Company may reduce its registered capital. The Company shall reduce its registered capital in accordance with the Company Law and other relevant regulations as well as the procedures stipulated in the Articles of Association.

The Company shall not repurchase its own shares. Except in any of the following circumstances:

(I) to reduce the registered capital of the Company;

(II) to merge with another company that holds the shares of the Company;

(III) to grant shares to employees pursuant to employee share ownership plans or share incentive plans;

(IV) to acquire the shares from shareholders who voted against a resolution passed at a Shareholders’ General Meeting on the merger or division of the Company and request the Company to buy back their shares;

(V) to use shares for the purposes of converting convertible corporate bonds issued by the Company;

(VI) to safeguard the Company’s value and the shareholders’ rights and interests as the Company deems necessary;

(VII) other circumstances permitted by laws, administrative regulations, departmental rules, or regulatory rules of the place where the Company’s shares are listed.

If the Company intends to repurchase its shares under the circumstances set out in items (III), (V) and (VI), the repurchase shall be conducted through public and centralized trading and in

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accordance with the relevant provisions of laws, administrative regulations, departmental rules and securities regulatory authorities at the place where the Company’s shares are listed. If the Company intends to repurchase its shares under the circumstances set out in items (I) and (II), such repurchase shall be resolved at the Shareholders’ General Meeting. If the Company intends to repurchase its shares under the circumstances set out in items (III), (V) and (VI), a resolution of the Board meeting attended by not less than two-thirds of the directors may be made in accordance with the provisions of the Articles of Association or as authorized by the Shareholders’ General Meeting, and subject to compliance with the securities regulatory rules of the place where the Company’s shares are listed.

The shares repurchased by the Company in accordance with the provisions above shall be processed in the following ways: for the circumstance in item (I), such shares shall be canceled in ten days after the date of repurchase; for the circumstance in item (II) or (IV), such shares shall be transferred or canceled in six months; for the circumstance in item (III), (V) or (VI), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and such shares shall be transferred or canceled in three years.

**Transfer of Shares**

The directors and senior management personnel of the Company shall declare to the Company the number of shares (including preferred shares) held by them and the relevant changes. The number of shares transferred each year during their term of office shall not exceed 25% of the total number of the same class of shares of the Company held by them. The shares of the Company held by them shall not be transferred within one year as of the listing date of the shares of the Company. The shares of the Company held by them shall not be transferred within six months after their resignation.

Where it is otherwise provided in the listing rules of the place where the Company’s shares are listed in respect of restrictions on the transfer of the Company’s shares, such provisions shall prevail.

For directors, senior management personnel and shareholders holding not less than 5% of the Company’s shares, if they have sold the shares of the Company or other securities of equity nature of the Company held by them within six months after purchasing such shares, or they have purchased the shares within six months after selling their shares, the gains obtained therefrom shall be attributed to the Company and be forfeited by the Board, except in cases where a securities company holds not less than 5% of the shares after purchasing the remaining shares upon public offering due to underwriting, and as otherwise specified by the CSRC.

The shares or other securities of equity nature held by directors, senior management personnel and natural person shareholders referred to in the preceding paragraph include the shares or other securities of equity nature held by their spouses, parents and children and held through others’ accounts.

If the Board of the Company does not comply with the provisions of paragraph 1 of this Article, the shareholders shall have the right to request the Board to do so within 30 days. If the Board of the Company fails to follow the above-mentioned deadline, the shareholders shall have the right to file a lawsuit directly to the People’s Court in their own names for the interest of the Company.

If the Board of the Company does not comply with the provisions of paragraph 1 of this Article, the responsible directors shall be jointly and severally liable in accordance with the law.

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**SHAREHOLDERS AND SHAREHOLDERS’ GENERAL MEETING**

**General Provisions of Shareholders**

The Company shall establish a register of shareholders in accordance with the certificates issued by the securities registration and clearing institution. The register of shareholders shall be the sufficient evidence of the shareholders’ shareholding in the Company.

The shareholders shall enjoy the rights and assume the obligations according to the class of the shares they hold. The shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

The Company shall maintain at its domicile a copy of the register of shareholders of H Shares. The entrusted overseas agent shall always ensure that the original and copies of the register of shareholders of H Shares are consistent. The register of shareholders of H shares kept in Hong Kong shall be made available for shareholders’ inspection, but the Company is permitted to temporarily suspend the registration procedures for shareholders in accordance with the provisions equivalent to Section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the securities regulatory rules of the place where the Company’s shares are listed.

Shareholders of the Company shall enjoy the following rights:

(I) to receive dividend and other forms of distribution of interest in proportion to their respective shareholdings;

(II) to legally request, convene, preside over, attend or dispatch shareholder’s agent to attend the Shareholders’ General Meeting and exercise the corresponding voting rights (except where a shareholder is required, by the Hong Kong Listing Rules, to abstain from voting to approve the matter under consideration);

(III) to supervise, make recommendations and inquiries on the operation of the Company;

(IV) to transfer, gift or pledge the shares they hold according to the laws, administrative regulations and the Articles of Association;

(V) to inspect and copy the Articles of Association, register of shareholders, minutes of Shareholders’ General Meetings, resolutions of Board meetings, and financial and accounting reports, and the qualifying shareholders may inspect the Company’s accounting books and accounting vouchers;

(VI) to participate in the distribution of the remaining assets of the Company according to the proportion of shares they hold upon the dissolution or liquidation of the Company;

(VII) upon satisfying the procedural requirements for share repurchase by the Company under the Articles of Association and relevant laws and regulations, to require the Company to buy back their share if they vote against resolutions passed at Shareholders’ General Meetings concerning the merger or division of the Company;

(VIII) other rights stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company’s shares are listed or the Articles of Association.

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Shareholders requesting to inspect or copy the Company’s relevant materials shall comply with the provisions of the Company Law, Securities Law and other laws and administrative regulations.

The shareholders are entitled to request the People’s Court to invalidate the resolutions of the Shareholders’ General Meeting and the Board meeting which violate the laws and administrative regulations.

The shareholders shall be entitled to request the People’s Court to cancel the relevant resolution within 60 days after the resolution is adopted if the convening procedure or voting method of the Shareholders’ General Meeting or Board meeting violates the laws, administrative regulations or the Articles of Association, or the resolution content breaches the Articles of Association. However, this does not apply if the convening procedure or voting method of the Shareholders’ General Meeting or Board meeting has only minor defects that do not have a substantial impact on the resolution.

Resolutions of a Shareholders’ General Meeting or a Board meeting of the Company shall be invalid in any of the following circumstances:

- (I) the resolution was not made by a Shareholders’ General Meeting or a Board meeting;
- (II) the resolution was not voted on at a Shareholders’ General Meeting or a Board meeting;
- (III) the number of attendees of the meeting or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law or the Articles of Association;
- (IV) the number of attendees voting in favor of the resolution or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law or the Articles of Association.

Shareholders of the Company shall assume the following obligations:

- (I) to comply with the laws, administrative regulations and the Articles of Association;
- (II) to pay subscription monies for the shares subscribed in accordance with the agreed manner of payment;
- (III) not to make divestment unless in the circumstances stipulated by laws, regulations and regulatory rules of the place where the Company’s shares are listed;
- (IV) not to abuse shareholder’s rights to damage the interests of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of shareholders to damage the interests of the creditors of the Company;
- (V) to assume other obligations stipulated by laws, administrative regulations and the Articles of Association.

If any shareholder of the Company abuses the shareholder’s rights and causes loss to the Company or other shareholders, he/she/it shall be liable for the compensation according to law. If any shareholder of the Company abuses the independent legal person status of the Company and the limited liability of shareholders to evade debts and severely damage the interests of the creditors of the Company, he/she/it shall bear joint and several liability for the debts of the Company.

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**Controlling Shareholders and Actual Controllers**

The controlling shareholders and actual controllers of the Company shall exercise their rights, perform their obligations in accordance with laws, administrative regulations, provisions of the CSRC and the Stock Exchanges to safeguard the interests of the Company.

The controlling shareholders and actual controllers of the Company shall comply with the following provisions:

(I) They shall exercise shareholders’ rights in accordance with the law and shall not abuse their controlling rights or take advantage of their related relationship to undermine the lawful rights and interests of the Company or other shareholders;

(II) They shall stringently fulfill the public declarations and undertakings they made and shall not alter or waive such declarations or undertakings in a unilateral manner;

(III) They shall perform the obligation of information disclosure in strict accordance with pertinent provisions, actively cooperate with the Company to procure proper information disclosure and notify the Company in a timely manner of material matters that have occurred or will likely incur;

(IV) They shall not appropriate the funds of the Company in any manner;

(V) They shall not order by coercion, instruct or demand the Company and relevant staff to provide guarantee in violation of laws or regulations;

(VI) They shall not take advantage of the possession of unannounced material information of the Company for their gain, or divulge unannounced material information relating to the Company in any manner, or be engaged in illegal or illicit acts such as inside dealing, short-term dealing or market manipulation;

(VII) They shall not compromise the lawful rights and interests of the Company and other shareholders through any means, such as unfair related party transaction, profit allocation, asset reorganization, and investment in third parties;

(VIII) They shall guarantee the integrity of the Company’s assets and the Company’s independence in terms of staffing, finance, organization and business, and shall not affect the independence of the Company in any manner;

(IX) They shall observe other provisions under the laws, administrative regulations, the provisions of the CSRC, business rules of the Stock Exchanges and the Articles of Association.

If any controlling shareholder or actual controller of the Company does not act as a director of the Company but actually executes the affairs of the Company, the provisions of the Articles of Association on the duties of loyalty and diligence of directors shall apply.

A controlling shareholder or actual controller of the Company who instructs directors and senior management personnel to engage in acts detrimental to the interests of the Company or its shareholders shall be jointly and severally liable with such directors and senior management personnel.

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### General Provisions of Shareholders’ General Meeting

The Shareholders’ General Meeting of the Company shall comprise all the shareholders. The Shareholders’ General Meeting acts as the organ of authority of the Company which, according to laws, exercises the following functions and powers:

(I) to elect and replace directors who are not employee representatives, and to decide on matters relating to their remuneration;

(II) to consider and approve reports of the Board;

(III) to consider and approve profit distribution plans and loss recovery plans of the Company;

(IV) to pass resolutions concerning the increase or reduction of the Company’s registered capital;

(V) to pass resolutions on the issuance of corporate bonds;

(VI) to pass resolutions on matters such as the merger, division, dissolution, liquidation or change in corporate form of the Company;

(VII) to amend the Articles of Association;

(VIII) to pass resolutions on the appointment or dismissal of accounting firms responsible for audit matters of the Company;

(IX) to consider and approve the guarantees set out in Article 47 of the Articles of Association;

(X) to consider and approve the Company’s purchase or disposal of major assets within one year of an aggregate value exceeding 30% of the latest audited total assets of the Company;

(XI) to consider and approve matters concerning changes in the use of proceeds from fundraising activities;

(XII) to consider share incentive schemes and employee share ownership plans;

(XIII) to consider other matters that shall be decided by the Shareholders’ General Meeting according to laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company’s shares are listed or the Articles of Association.

The Shareholders’ General Meeting may authorize the Board to resolve on the issuance of corporate bonds.

The following guarantees made to outsiders by the Company shall be considered and approved by the Shareholders’ General Meeting:

(I) any guarantee provided after the total amount of the external guarantees provided by the Company and its majority owned subsidiaries exceeds 50% of the latest audited net assets of the Company;



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(II) any guarantee provided after the total amount of the external guarantees provided by the Company and its majority owned subsidiaries exceeds 30% of the latest audited total assets of the Company;

(III) any guarantee provided by the Company within one year with an amount exceeds 30% of the latest audited total assets of the Company;

(IV) any guarantee provided to the guaranteed object with a debt-to-asset ratio of more than 70%;

(V) any single guarantee whose amount exceeds 10% of the latest audited net assets;

(VI) any guarantee provided for the benefit of the Company’s shareholders, actual controllers and their related parties.

If any director, senior management personnel and other relevant personnel of the Company do not fulfill the approval procedures in accordance with the provisions, or exceed their authority to enter into external guarantee contracts without authorization, or fail to perform their duties, causing damage to the Company, they shall be held responsible.

Shareholders’ General Meetings shall be classified into annual general meetings (AGMs) and extraordinary general meetings (EGMs).

The AGMs shall be convened once a year, and shall be held within six months after the prior accounting year ends.

The Company shall convene an EGM within two months of the occurrence of any of the following circumstances:

(I) when the number of directors is less than the number specified in the Company Law or two-thirds of the number (i.e. six persons) required by the Articles of Association;

(II) when the uncovered loss of the Company reaches one-third of the total share capital of the Company;

(III) upon request(s) by shareholder(s) individually or collectively holding not less than 10% of the Company’s shares (on a one-share, one-vote basis, excluding treasury shares);

(IV) when the Board considers it necessary;

(V) when the Audit Committee proposes such a meeting be held;

(VI) any other circumstances required by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company’s shares are listed or the Articles of Association.

If the EGM is convened in response to the securities regulatory rules of the place where the Company’s shares are listed, the actual date of the EGM may be adjusted based on the approval progress of the Stock Exchanges where the Company’s shares are listed.



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**Convening of Shareholders’ General Meetings**

The Board shall convene the Shareholders’ General Meetings within the specified period.

Upon approval by more than half of the independent directors, the independent directors have the right to propose to the Board to convene an EGM. For the proposal of independent directors of convening an EGM, the Board shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, submit written feedback on whether to agree or disagree with convening the meeting within 10 days upon receipt of the proposal.

When the Board agrees to convene an EGM, the Board shall, within five days after the Board resolution is made, issue a notice calling for the meeting. If the Board does not agree to convene such meeting, the reasons shall be stated and announced.

The Audit Committee has the right to propose to the Board to convene an EGM. The Audit Committee shall propose to the Board to convene such meeting in writing. The Board shall, pursuant to the laws, administrative regulations and the Articles of Association, give a written reply on whether to convene the EGM or not within 10 days after receipt of the proposal.

When the Board agrees to convene an EGM, the Board shall, within five days after the Board resolution is made, issue a notice calling for the meeting. Changes in the original proposal in the notice shall be subject to the approval of the Audit Committee.

When the Board does not agree to convene an EGM, or does not provide written feedback within 10 days upon receipt of the proposal, the Board shall be considered to be unable or fail to perform the duty of convening a Shareholders’ General Meeting. The Audit Committee may convene and preside over the meeting on its own.

The shareholders who individually or jointly hold not less than 10% of the shares of the Company (on a one-share, one-vote basis, excluding treasury shares) shall have the right to request the Board to convene an EGM, and shall make such request to the Board in writing. The Board shall, pursuant to relevant laws, administrative regulations, and the Articles of Association, give a written reply on whether to convene the EGM or not within 10 days after receipt of the proposal.

If the Board agrees to convene the EGM, it shall serve a notice of such meeting within five days after the resolution is made by the Board. In the event of any changes to the original proposal in the notice, the consent of relevant shareholders shall be obtained.

If the Board does not agree to hold the EGM or fails to give a reply within 10 days after receipt of the request, shareholders severally or jointly holding not less than 10% shares of the Company (on a one-share, one-vote basis, excluding treasury shares) shall be entitled to request in writing the Audit Committee to convene an EGM.

If the Audit Committee agrees to convene the EGM, it shall serve a notice of such meeting within five days after receipt of the request. In the event of any changes to the original proposal in the notice, the consent of relevant shareholders shall be obtained.

If the Audit Committee fails to give the notice of such a meeting within the specified time limit, it shall be deemed to have failed to convene or preside over the Shareholders’ General Meeting, in

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which case, the shareholders who either individually or jointly hold not less than 10% of the Company’s shares (on a one-share, one-vote basis, excluding treasury shares) for not less than 90 consecutive days may convene and preside over the meeting by themselves.

If the Audit Committee or shareholders decide to convene a Shareholders’ General Meeting on their own, they must notify the Board of Directors in writing and file a record with the SSE at the same time.

When issuing the notice of the Shareholders’ General Meeting and the announcement of the resolutions of the Shareholders’ General Meeting, the Audit Committee or the convening shareholders shall submit relevant supporting materials to the SSE.

The shares held by the convening shareholders prior to the announcement of the resolutions of the Shareholders’ General Meeting shall not be below 10%.

For the Shareholders’ General Meeting convened by the Audit Committee or shareholders on their own, the Board of Directors and the Secretary to the Board shall provide cooperation. The Board of Directors shall provide the register of shareholders as of the Record Date.

For the Shareholders’ General Meetings convened by the Audit Committee or shareholders on their own, the Company shall bear the necessary expenses for the meeting.

### **Proposals and Notices of Shareholders’ General Meetings**

The proposal shall fall into the functions and power of the Shareholders’ General Meeting. There shall be definite topics and specific matters for resolution. The proposal shall comply with the relevant provisions of the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association.

The shareholders individually or jointly holding more than 1% of the shares of the Company may raise temporary proposal and submit it to the convener in writing 10 days before the Shareholders’ General Meeting is held. The convener shall, within 2 days after receipt of the proposal, issue a supplementary notice to announce the content of the temporary proposal, and submit the temporary proposal to the Shareholders’ General Meeting for consideration, except where the temporary proposal violates laws, administrative regulations or the Articles of Association, or falls outside the scope of the powers of the Shareholders’ General Meeting.

Save as specified above, the convener shall not change the proposal set out in the notice of Shareholders’ General Meeting or add any new proposals after the said notice is served.

The Shareholders’ General Meeting shall not vote resolutions on proposals not listed in the notice of the Shareholders’ General Meeting or resolutions not in conformity with the Articles of Association.

The convener will notify all shareholders of an AGM in writing (including by way of announcement) 21 days prior to the convening thereof, and notify all shareholders of an EGM in writing (including by way of announcement) 15 days prior to the convening thereof.

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The notice of the Shareholders' General Meeting shall include:

(I) date, place, and duration of the meeting;

(II) matters and proposals to be considered at the meeting;

(III) textual explanation: all shareholders are entitled to participate the meeting and they may appoint a proxy to attend and vote at such meeting on their behalf and that such proxies need not be shareholders of the Company;

(IV) the Record Date of the shareholders entitled to attend the Shareholders' General Meeting;

(V) the name and telephone number of the regular contact person for the meeting;

(VI) the voting time and voting procedures of the meeting for the online voting or other means of voting;

other contents as required by laws, administrative regulations, departmental rules, the rules of the Stock Exchanges where the Company's shares are listed, and other matters stipulated in the Articles of Association.

After the notice of the Shareholders' General Meeting is given, without good reason, the Shareholders' General Meeting shall not be postponed or canceled, and the proposals set out in the notice shall not be canceled. In the event of a delay or cancelation, the convener shall give an announcement and explanations at least 2 working days before the scheduled date of convening. If the securities regulatory rules of the place where the Company's shares are listed have special provisions on the procedures for postponing or canceling a Shareholders' General Meeting, such provisions shall prevail provided that they do not violate the regulatory requirements of the place where the Company is incorporated.

### **Convening of Shareholders' General Meetings**

All shareholders recorded in the register as at the Record Date or their proxies shall have the right to attend the Shareholders' General Meeting and to speak and exercise the voting rights at the meeting in accordance with the provisions of laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Any shareholder entitled to attend and vote at the Shareholders' General Meeting may appoint a proxy (who need not be a shareholder) to attend and vote at the meeting on his/her behalf.

The proxy may, as authorized by the shareholder, exercise the following rights:

(I) speaking right of the shareholder at the Shareholders' General Meeting;

(II) requesting to vote by ballot separately or together with others;

(III) exercising the voting right by raising hand or ballot, unless otherwise provided by relevant laws, administrative regulations, the listing rules of the Stock Exchanges where the Company's shares are listed, or other securities laws and regulations.

If the shareholder is an approved clearing house (or its agent), the shareholder may authorize one or more persons it deems appropriate to act as its representative(s) at any Shareholders' General

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Meeting. However, if more than one person is so authorized, the power of attorney shall state the number and class of shares in respect of which each such person is so authorized, and the power of attorney shall be signed by an authorized officer of the approved clearing house. A person so authorized may attend the meeting on behalf of the approved clearing house (or its agent) (without the production of share certificates, a notarized authorization and/or further evidence proving that he/she has been duly authorized), speak at the meeting and exercise rights as if he/she were an individual shareholder of the Company. These authorized persons shall enjoy the same statutory rights as other shareholders, including the rights to speak and vote.

An individual shareholder who attends the meeting in person shall produce his/her own identity card or other valid certificate or proof evidencing his/her identity. If a proxy is appointed to attend the meeting on his/her behalf, such proxy shall present his/her own valid proof of identity and the power of attorney from the shareholder.

Corporate shareholders shall attend the meeting by legal representatives or proxies appointed by legal representatives. The legal representative attending the meeting shall present his/her identity card and valid certificate evidencing his/her capacity as a legal representative; if a proxy is appointed to attend the meeting, such proxy shall present his/her identity card and a written power of attorney (except where the shareholder is an approved clearing house) duly issued by the legal representative of the corporate shareholder.

The power of attorney issued by a shareholder to appoint a proxy to attend a Shareholders' General Meeting shall contain the following information:

(I) name of the principal and the class and number of the Company's shares held by the principal;

(II) whether the proxy has the right to speak and vote;

(III) name of the proxy;

(IV) specific instructions from the shareholder, including instructions as to whether to cast affirmative, negative or abstention votes on each proposal listed on the agenda of the Shareholders' General Meeting;

(V) the date of issuance and effective period of the power of attorney;

(VI) signature (or seal) of the principal. If the principal is a legal person, the power of attorney shall be stamped with the seal of the legal person.

If the power of attorney for proxy voting is signed by another person authorized by the principal, the power of attorney or other authorization documents shall be notarized. The notarized letter of authority or other authorization documents and the power of attorney for voting by proxies shall be deposited at the domicile of the Company or such other places as designated in the notice of the meeting.

If the Shareholders' General Meeting requires directors and senior management personnel to attend the meeting, they shall attend as non-voting delegates and accept inquiries from shareholders.

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Subject to the securities regulatory rules of the place where the Company’s shares are listed, the aforementioned persons may attend the meeting via the Internet, video, telephone or other means with the same effect.

The Shareholders’ General Meeting shall be chaired by the chairman of the Board. If the chairman is unable or fails to perform his/her duties, the vice-chairman shall chair the meeting. If the vice-chairman is unable or fails to perform his/her duties, a director elected jointly by more than half of the directors shall chair the meeting.

For a Shareholders’ General Meeting convened by the Audit Committee on its own initiative, it shall be chaired by the convener of the Audit Committee. If the convener of the Audit Committee is unable or fails to perform his/her duties, a member of the Audit Committee elected jointly by more than half of the members of the Audit Committee shall chair the meeting.

For a Shareholders’ General Meeting convened by shareholders on their own initiative, it shall be chaired by the convener or a representative elected by the convener.

During the course of a Shareholders’ General Meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.

**Voting and Resolutions of Shareholders’ General Meetings**

The resolutions of a Shareholders’ General Meeting are classified into ordinary resolutions and special resolutions. Ordinary resolutions of a Shareholders’ General Meeting shall be adopted by not less than half of the voting rights held by the shareholders present at the meeting. Special resolutions of a Shareholders’ General Meeting shall be adopted by not less than two-thirds of the voting rights held by the shareholders present at the meeting.

The following matters shall be resolved by way of ordinary resolution of the Shareholders’ General Meeting:

- (I) reports of the Board of Directors;
- (II) profit distribution proposals and loss recovery proposals formulated by the Board of Directors;
- (III) appointment and dismissal of the members of the Board and their remuneration and the payment methods thereof;
- (IV) matters other than those which are required by the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed or the Articles of Association to be resolved by way of special resolutions.

The following matters shall be resolved by way of special resolution of the Shareholders’ General Meeting:

- (I) increase or reduction of the Company’s registered capital;

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(II) separation, division, merger, dissolution and liquidation of the Company;

(III) amendment of the Articles of Association;

(IV) purchase and disposal of material assets or giving of material guarantee, in each case in an aggregate amount within a year exceeding 30% of the latest audited total assets of the Company;

(V) the share incentive scheme;

(VI) other matters which are required by the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed or the Articles of Association, and matters which, according to an ordinary resolution of the Shareholders’ General Meeting, may have a material impact on the Company requiring approval by way of a special resolution.

Shareholders shall exercise their voting rights by the number of voting Shares they represent, and each Share shall have one vote, except for holders of class shares.

When material issues affecting the interests of minority Shareholders are deliberated at the Shareholders’ General Meeting, the votes of minority Shareholders shall be counted separately and the results of such separate vote counting shall be disclosed promptly.

The Company’s shares held by the Company have no voting right, and those shares are not included in the total number of voting shares present at the Shareholders’ General Meeting.

Where a shareholder’s purchase of the Company’s voting shares violates the provisions of the first and second paragraphs of Article 63 of the Securities Law, the voting rights of the shares exceeding the prescribed proportion shall not be exercised within 36 months after the purchase, and such shares shall not be included in the total number of voting shares of the shareholders attending the Shareholders’ General Meeting.

In accordance with the applicable laws, regulations and the Hong Kong Listing Rules, if any shareholder is required to abstain from exercising voting rights on a certain resolution matter, or any shareholder is restricted to only vote in favor of (or against) a certain resolution matter, the votes cast by such shareholder or their representative in violation of the relevant provisions or restrictions shall not be included in the total number of voting shares.

The Board, independent directors, and shareholders holding not less than 1% of the voting shares or the investor protection agency established in accordance with laws, administrative regulations or provisions of the CSRC can publicly solicit the voting rights from the shareholders. When soliciting voting rights from the shareholders, the specific voting intention and other information shall be fully disclosed to the solicitation targets. Solicitation of shareholder voting rights in a paid or disguised paid way shall be prohibited. Except for the statutory conditions, the Company shall not impose restrictions on the minimum shareholding proportion against the solicitation of shareholder voting rights.

When related party transactions are deliberated at the Shareholders’ General Meeting, the interested Shareholders shall not participate in voting, and the number of voting shares represented by them shall not be counted into the total number of valid votes. The voting particulars of the uninterested Shareholders shall be disclosed in the announcement on the resolutions of the Shareholders’ General Meeting.



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**APPENDIX V**

**SUMMARY OF THE ARTICLES OF ASSOCIATION**

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**THE BOARD OF DIRECTORS**

**General Provisions of Directors**

Directors may include executive directors, non-executive directors and independent directors (the meaning of “independent director” is consistent with that of “independent non-executive director” in the Hong Kong Listing Rules). Non-executive directors refer to directors who do not hold management positions in the Company. Independent directors refer to individuals who meet the requirements of the regulatory rules of the stock exchange where the Company’s shares are listed. The Company’s directors are natural persons. Directors shall meet the qualification requirements set by laws, administrative regulations and rules. None of the following persons may serve as a director of the Company:

(I) persons without capacity or with limited capacity for civil acts;

(II) persons who were sentenced for crimes of corruption, bribery, encroachment or embezzlement of property or disruption of the socialist market economy order, or persons who were deprived of their political rights for committing a crime, where five years have not lapsed following the serving of the sentence; or persons who have been declared on probation, and less than two years have lapsed since the expiration of the probation period;

(III) persons who acted as directors, or factory managers or managers of companies or enterprises which were bankrupt or liquidated and who shall bear personal liability for the bankruptcy or liquidation of such companies or enterprises, where three years have not lapsed following the date of completion of such bankruptcy or liquidation;

(IV) persons who were legal representatives of a company or enterprise which had its business license revoked, and had been ordered to shut down due to violation of the laws and who were personally liable, where less than three years have elapsed since the date of the revocation or shut-down;

(V) a person who has a relatively large amount of overdue debts and has been listed as a dishonest person subject to enforcement by the people’s court;

(VI) a person who has been prohibited from entering the securities market by the CSRC and the period of such prohibition has not expired;

(VII) a person who has been publicly determined by the Stock Exchanges as unfit to serve as a director, senior management personnel, etc. of a listed company and the period of such determination has not expired;

(VIII) other content specified by laws, administrative regulations, departmental rules or securities regulatory rules of the place where the Company’s shares are listed;

Any election, appointment or engagement of directors in violation of this Article shall be invalid. In the event that the circumstances as stipulated in this Article arise during the term of office of directors, the Company shall dismiss their duties and stop them from performing their duties.



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**The Board of Directors**

The Company shall set up a Board composed of nine directors, which include one chairman and may include vice chairmen. The chairman and vice chairmen shall be elected by a majority of the Board of Directors.

The Board shall exercise the following functions and powers:

(I) to convene a Shareholders’ General Meeting and report to the meeting on the work of the Board;

(II) to implement the resolutions of Shareholders’ General Meetings;

(III) to decide on the Company’s business plans and investment plans;

(IV) to formulate the profit distribution plan and loss recovery plan of the Company;

(V) to formulate plans of the Company regarding increase or reduction of the registered capital, issuance of bonds or other securities and listing;

(VI) to formulate plans for material acquisition, shares buy-backs, or merger, division, dissolution or change in corporate form of the Company;

(VII) to determine matters such as external investments, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, related party transactions, external donations and gifts of the Company within the authority granted by the Shareholders’ General Meeting;

(VIII) to determinate the establishment of the Company’s internal management structure;

(IX) to appoint or dismiss the general manager, secretary to the Board and other senior management personnel of the Company, and decide on matters of remuneration, rewards and penalties; to appoint or dismiss deputy general manager and chief financial officer and other senior management personnel according to the nomination of the general manager, and decide on matters of remuneration, rewards and penalties;

(X) to set up the basic management regime of the Company;

(XI) to formulate the proposals for any amendment to the Articles of Association;

(XII) to manage the information disclosure of the Company;

(XIII) to propose to the Shareholders’ General Meeting the appointment or replacement of the accounting firms which provide auditing services to the Company;

(XIV) to receive the reports of the general manager of the Company and review his/her work;

(XV) to exercise other functions and powers granted by the relevant laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company’s shares are listed or the Articles of Association.

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The Board may resolve on the issues specified in the above paragraphs by approval of more than half of the directors save for the issues specified in items (V), (VI) and (XI) in which the approval of more than two thirds of the directors is required.

Matters in which the Board exercises its powers beyond the scope authorized by the Shareholders' General Meeting shall be submitted to the Shareholders' General Meeting for deliberation.

The Chairman of the Board shall exercise the following functions and powers:

(I) to preside over Shareholders' General Meetings and to convene and preside over Board Meetings;

(II) to procure and examine the implementation of resolutions of the Board;

(III) other functions and powers granted by the Board.

The Board shall hold at least four regular meetings each year, which shall be convened by the Chairman and notified to all the directors 14 days prior to the meeting in writing.

Shareholders representing not less than one-tenth of the voting rights, and not less than one-third of the directors or the Audit Committee may propose an extraordinary Board Meeting. The chairman of the Board shall convene and preside over a Board Meeting within ten days after receiving the proposal.

Notice of an extraordinary Board Meeting may be delivered by email, express mail, hand, electronic communication, or other means. Notice of an extraordinary Board Meeting shall be given five days in advance. In case of emergency, the notice may be sent by telephone or other oral means at any time, and shall be explained in the minutes of the Board Meeting.

A Board Meeting shall not be held unless more than half of the directors are present. A resolution made by the Board shall be approved by more than half of all the directors.

When voting on Board resolutions, each director shall have one vote.

Where a director is affiliated with the enterprise or individual involved in resolutions of the Board Meeting, he/she shall timely report to the Board in writing. The interested director shall not exercise the right to vote on the resolutions, nor shall he/she exercise the right to vote on behalf of another director. The Board Meeting may be held by more than half of the uninterested directors. The resolutions of the Board Meeting shall be adopted by more than half of the uninterested directors. If the number of uninterested directors present at the Board Meeting is less than three, the matter shall be submitted to the Shareholders' General Meeting for deliberation. If laws, regulations, or the securities regulatory rules of the place where the Company's shares are listed provide any additional restrictions on directors' attendance or voting at Board Meetings, such provisions shall prevail.

The directors shall attend the Board Meeting in person. If a director is unable to attend the meeting for some reason, he/she may entrust another director in writing to attend the meeting on his/her behalf. The power of attorney shall specify the name, matters entrusted to, scope of authorization

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## APPENDIX V

## SUMMARY OF THE ARTICLES OF ASSOCIATION

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and term of validity, and shall be signed or sealed by the principal. The proxy shall exercise the rights of a director within the scope of the authorization. A director failing to attend the Board Meeting in person or by proxy shall be deemed as having waived his/her voting rights at such meeting.

### Independent Directors

Independent directors shall, in accordance with relevant laws, administrative regulations, and the provisions of CSRC and the Stock Exchanges and the Articles of Association, earnestly perform their duties, play the role of participating in decision-making, supervision and balancing, and professional consultation in the Board, safeguard the overall interests of the Company, and protect the legitimate rights and interests of the minority shareholders.

Independent directors shall maintain their independence. The following persons shall not serve as independent directors:

(I) The persons holding posts in the Company or its subsidiaries and their spouses, parents, children and key social relationship;

(II) The persons holding, directly or indirectly, 1% or more of the issued shares of the Company or ranking among the top ten shareholders of the Company and their spouses, parents and children;

(III) The persons holding posts in entities that directly or indirectly hold 5% or more of the issued shares of the Company or ranking among the top five shareholders of the Company and their spouses, parents and children;

(IV) The persons employed in the affiliated enterprises of the Company’s controlling shareholders or actual controllers, and their spouses, parents and children;

(V) The persons who have significant business transactions with the Company and its controlling shareholders, actual controllers or their respective affiliated enterprises, or who hold positions in entities with significant business transactions and their controlling shareholder or actual controller;

(VI) The persons providing financial, legal, consulting, sponsorship and other services to the Company and its controlling shareholders, actual controllers or their respective affiliated enterprises, including but not limited to all members of the project team of the intermediary institutions providing services, review personnel at all levels, personnel affixing signatures to the reports, partners, directors, senior management personnel and main responsible persons;

(VII) The persons having the circumstances as mentioned in the items (I) to (VI) during the recent 12 months;

(VIII) Other personnel who do not have independence as stipulated by laws, administrative regulations, the provisions of CSRC, the business rules of the Stock Exchanges and the Articles of Association.

The affiliated enterprises of the Company’s controlling shareholders or actual controllers as mentioned in items (IV) to (VI) of the preceding paragraph do not include enterprises that are controlled by the same state-owned asset management institution as the Company and have not formed a related relationship with the Company in accordance with the relevant regulations.

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**APPENDIX V****SUMMARY OF THE ARTICLES OF ASSOCIATION**

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Independent directors shall conduct self-examination of their independence every year and submit the self-examination results to the Board. The Board shall assess the independence of incumbent independent directors every year and issue special opinions, which shall be disclosed concurrently with the annual report.

The following matters shall be submitted to the Board for deliberation after being approved by more than half of all independent directors of the Company:

(I) related party transactions that shall be disclosed;

(II) plans for the Company and related parties to change or waive their commitments;

(III) decisions made and measures adopted by the Board of the acquired listed company regarding the acquisition;

(IV) other matters as stipulated by laws, administrative regulations, the provisions of CSRC and the Articles of Association.

The Company shall establish a special meeting mechanism attended entirely by independent directors. When the Board deliberates matters such as related party transactions, they shall be approved in advance by a special meeting of independent directors.

The Company shall hold special meetings of independent directors on a regular or irregular basis. The matters listed in items (I) to (III) of paragraph 1 of Article 130 and Article 131 of the Articles of Association shall be deliberated by a special meeting of independent directors.

A special meeting of independent directors shall be convened and presided over by an independent director jointly elected by more than half of independent directors. When the convener fails to or is unable to perform his/her duties, two or more independent directors may convene a meeting and elect one representative to preside over the meeting on their own initiative.

### **Special Committees under the Board of Directors**

The Board of the Company shall have an Audit Committee, which shall exercise the functions and powers of the Supervisory Committee as provided by the Company Law.

The Audit Committee shall consist of three directors, who do not serve as senior management personnel in the Company, and of whom the majority shall be independent directors. The accounting professional among the independent directors shall serve as the convener.

The Audit Committee shall be responsible for reviewing the Company’s financial information and its disclosure, and supervising and evaluating internal and external audit work and internal control. The following matters shall be submitted to the Board for deliberation after being approved by more than half of all members of the Audit Committee:

(I) disclosure of financial information in financial accounting reports and periodical reports, as well as internal control evaluation reports;

(II) engagement or dismissal of accounting firms that undertake the auditing business of the Company;

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**APPENDIX V****SUMMARY OF THE ARTICLES OF ASSOCIATION**

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(III) appointment or dismissal of the chief financial officer of the Company;

(IV) changes in accounting policies or accounting estimates, or corrections of major accounting errors for reasons other than changes in accounting standards;

(V) other matters as stipulated by laws, administrative regulations, the provisions of CSRC and the Articles of Association.

The Audit Committee shall hold at least one meeting every quarter. An interim meeting may be convened upon proposal by two or more members or when the convener deems it necessary. The meeting of the Audit Committee shall be held only when more than two-thirds of the members are present.

A resolution of the Audit Committee shall be adopted by more than half of the members of the Audit Committee.

In voting on a resolution of the Audit Committee, each member shall have one vote.

The resolutions of the Audit Committee shall be recorded in meeting minutes as required, and the members of the Audit Committee attending the meeting shall affix signatures to the meeting minutes.

The working procedures of the Audit Committee shall be formulated by the Board.

The Company’s Board shall establish other special committees, including the Strategy and ESG Committee, the Nomination Committee, and the Remuneration and Appraisal Committee, which shall perform duties in accordance with the Articles of Association and the authorization of the Board. Proposals from the special committees shall be submitted to the Board for deliberation and decision. The working procedures of the special committees shall be formulated by the Board.

## **SENIOR MANAGEMENT PERSONNEL**

The Company shall have one general manager, who shall be appointed or dismissed by the Board of Directors.

The Company shall have one deputy general manager, who shall be appointed or dismissed by the Board of Directors.

The general manager, deputy general manager, chief financial officer, and Secretary to the Board shall be the senior management personnel of the Company.

The provisions of the Articles of Association regarding circumstances under which a person shall not serve as a director, as well as the resignation management system, shall apply mutatis mutandis to senior management personnel.

The provisions of the Articles of Association regarding the fiduciary duties and diligence obligations of directors shall apply mutatis mutandis to senior management personnel.

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**APPENDIX V****SUMMARY OF THE ARTICLES OF ASSOCIATION**

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The general manager shall be accountable to the Board of Directors and shall exercise the following powers:

(I) to preside over the Company’s production and operational management, to organize the implementation of resolutions of the Board of Directors, and to report to the Board of Directors on his or her work;

(II) to organize the implementation of the Company’s annual business plans and investment proposals;

(III) to draft the plan for the establishment of the Company’s internal management departments;

(IV) to draft the basic management systems of the Company;

(V) to formulate specific rules and regulations of the Company;

(VI) to propose to the Board of Directors the appointment or dismissal of the deputy general manager and the chief financial officer of the Company;

(VII) to decide on the appointment or dismissal of management personnel other than those whose appointment or dismissal must be decided by the Board of Directors;

(VIII) other powers conferred by the Articles of Association or the Board of Directors.

The general manager shall attend meetings of the Board of Directors. If the general manager is not a director, he or she shall not have voting rights at Board meetings.

## **FINANCIAL AND ACCOUNTING SYSTEMS AND DISTRIBUTION OF PROFITS AND AUDIT**

### **Financial and Accounting Systems**

The Company shall establish its financial and accounting system in accordance with laws, administrative regulations, and relevant provisions of national authorities. The Company’s accounting year shall adopt the Gregorian calendar year, commencing on January 1, and ending on December 31, of each year.

The Company shall submit and disclose its annual report to the regional office of the CSRC and the Stock Exchanges within four months from the end of each accounting year; submit and disclose its semi-annual report to the CSRC and the Stock Exchanges within two months from the end of the first six months of each accounting year; and submit and disclose its quarterly reports to the CSRC and the Stock Exchanges within one month from the end of the first three months and the first nine months of each accounting year.

The Company shall not establish any accounting books other than statutory accounting books. The Company’s funds shall not be deposited in accounts opened under any individual’s name.

When distributing the annual after-tax profits, the Company shall allocate 10% of the profits to the statutory reserve fund. When the accumulated amount of the statutory reserve fund reaches 50% or more of the Company’s registered capital, further allocation may cease.

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If the statutory reserve fund is insufficient to cover losses from previous years, the current year’s profits shall first be used to offset such losses before allocating to the statutory reserve fund as stipulated above.

After allocating to the statutory reserve fund from the after-tax profits, the Company may, upon resolution of the Shareholders’ General Meeting, allocate discretionary reserve funds from the after-tax profits.

The remaining after-tax profits after covering losses and allocating to reserve funds shall be distributed to shareholders in proportion to their shareholdings, except as otherwise provided in the Articles of Association.

If the Shareholders’ General Meeting distributes profits to shareholders in violation of the Company Law, such shareholders shall return the profits distributed in violation to the Company; if losses are caused to the Company, the shareholders and responsible directors and senior management personnel shall bear compensation liability.

Shares held by the Company itself shall not participate in profit distribution.

The Company shall appoint one or more receiving agents in Hong Kong for holders of H Shares. Such receiving agents shall receive and hold on behalf of the relevant H shareholders any dividends or other amounts payable by the Company in respect of the H Shares for payment to such H shareholders. The receiving agents appointed by the Company shall comply with the requirements of laws, regulations, and the securities regulatory rules of the place where the Company’s shares are listed.

The Company’s reserve funds shall be used to cover the Company’s losses, expand the Company’s production and operations, or convert into the Company’s registered capital.

When using reserve funds to cover losses, discretionary reserve funds and statutory reserve funds shall be used first; if still insufficient, capital reserve funds may be used in accordance with regulations.

When the statutory reserve fund is converted into registered capital, the remaining amount of such reserve fund shall not be less than 25% of the Company’s registered capital before the conversion.

**Internal Audit**

The Company shall implement an internal audit system, under which the leadership structure, responsibilities and authorities, staffing, funding assurance, utilization of audit results, and accountability mechanisms of internal audit work shall be clearly defined.

The internal audit system of the Company shall be implemented upon approval by the Board of Directors and shall be disclosed externally.

**Engagement of Accounting Firms**

The Company shall engage an accounting firm that meets the requirements of the Securities Law to provide services including the audit of financial statements, verification of net assets, and other related consulting services. The term of engagement shall be one year and may be renewed.



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**APPENDIX V****SUMMARY OF THE ARTICLES OF ASSOCIATION**

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The engagement or dismissal of an accounting firm shall be determined by an ordinary resolution of the Shareholders’ General Meeting. The Board of Directors shall not appoint an accounting firm prior to a resolution by the Shareholders’ General Meeting.

The Company shall ensure that the engaged accounting firm is provided with true and complete accounting vouchers, accounting books, financial and accounting reports, and other accounting materials, and shall not refuse, conceal, or provide false information.

The remuneration of the accounting firm or the method for determining such remuneration shall be decided by the Board of Directors as authorized by the Shareholders’ General Meeting.

When the Company dismisses or decides not to renew the engagement of an accounting firm, it shall notify the accounting firm 30 days in advance. When the Shareholders’ General Meeting votes on the dismissal of the accounting firm, the accounting firm shall be permitted to make a statement of its opinion.

If the accounting firm resigns, it shall explain to the Shareholders’ General Meeting whether there is any impropriety on the part of the Company.

## **MERGER, DIVISION, CAPITAL INCREASE AND REDUCTION, DISSOLUTION AND LIQUIDATION**

### **Merger, Division, Capital Increase and Reduction**

The Company may carry out merger or division in accordance with the law. Merger of the Company may take two forms: merger by absorption and merger by new establishment. A company absorbs other companies as an absorption merger, and the absorbed company is dissolved. The merger of two or more companies to create a new company is a new merger, and the merging parties are dissolved.

In the case of a merger, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and property list. The Company shall notify its creditors within 10 days from the date on which the resolution for the merger is made, and shall make a public announcement within 30 days in the Designated Media or through the National Enterprise Credit Information Publicity System.

Creditors may, within 30 days from the date of receiving the notice, or within 45 days from the date of the announcement if the notice is not received, require the Company to settle the debts or provide corresponding guarantees.

Upon merger, the surviving company or the newly established company shall succeed to the claims and debts of the parties to the merger.

In the case of a division of the Company, its assets shall be correspondingly divided.

Where the Company is to be divided, the parties to the division shall enter into a division agreement and prepare a balance sheet and property list. The Company shall notify its creditors within 10 days from the date on which the resolution for the division is made, and shall make a public announcement within 30 days in the Designated Media or through the National Enterprise Credit Information Publicity System.

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**APPENDIX V****SUMMARY OF THE ARTICLES OF ASSOCIATION**

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Debts incurred by the Company prior to the division shall be assumed jointly and severally by the companies resulting from the division, unless otherwise provided in a written agreement on debt repayment entered into between the Company and the creditors prior to the division.

Where the Company reduces its registered capital, it shall prepare a balance sheet and property list.

The Company shall notify its creditors within 10 days from the date on which the resolution of the Shareholders’ General Meeting on capital reduction is made, and shall make a public announcement within 30 days in the Designated Media or through the National Enterprise Credit Information Publicity System. Creditors may, within 30 days from the date of receiving the notice, or within 45 days from the date of the announcement if the notice is not received, require the Company to settle the debts or provide corresponding guarantees.

Where the Company increases its registered capital through the issuance of new shares, the shareholders shall not have any preemptive subscription right, unless otherwise provided in the Articles of Association or resolved by the Shareholders’ General Meeting.

Where the Company undergoes a merger or division and any registration particulars change as a result, it shall duly complete the procedures for change registration with the company registration authority in accordance with the law. Where the Company is dissolved, it shall go through deregistration procedures in accordance with the law. Where a new company is established, the procedures for company establishment registration shall be completed in accordance with the law.

Where the Company increases or reduces its registered capital, it shall complete the procedures for change registration with the company registration authority in accordance with the law.

**Dissolution and Liquidation**

The Company shall be dissolved if:

(I) business term specified in the Articles of Association expires or other dissolution reasons as stipulated in the Articles of Association arise;

(II) the Shareholders’ General Meeting resolves to dissolve the Company;

(III) a dissolution is required due to merger or division of the Company;

(IV) the Company’s business license is revoked and it is ordered to close down or dissolve in accordance with the law;

(V) there is severe difficulty in the operation and management of the Company, and the continued existence of the Company will have material prejudice to the interests of the shareholders and there is no other way to resolve, shareholders holding more than 10% of the voting rights of the Company can make a petition to the People’s Court to dissolve the Company.

Where any of the above circumstances for dissolution arises, the Company shall disclose the cause of dissolution via the National Enterprise Credit Information Publicity System within 10 days.

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**APPENDIX V****SUMMARY OF THE ARTICLES OF ASSOCIATION**

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If the Company falls under item (I) or item (II) of Article 191 of the Articles of Association and has not yet distributed its assets to shareholders, it may continue to exist by amending the Articles of Association or by a resolution of the Shareholders’ General Meeting.

Any amendment to the Articles of Association or resolution of the Shareholders’ General Meeting in accordance with the preceding paragraph must be adopted by shareholders representing more than two-thirds of the voting rights present at the Shareholders’ General Meeting.

If the Company is dissolved in accordance with item (I), item (II), item (IV), or item (V) of Article 191 of the Articles of Association, it shall be liquidated. The directors shall be the liquidation obligors of the Company and shall establish a liquidation committee within 15 days from the date on which the cause for dissolution arises.

The liquidation committee shall be composed of the directors, unless otherwise provided in the Articles of Association or resolved by the Shareholders’ General Meeting to appoint others.

Where the liquidation obligors fail to perform their liquidation obligations in a timely manner and cause losses to the Company or its creditors, they shall bear liability for compensation.

The liquidation committee shall exercise the following functions and power during liquidation:

- (I) to examine the assets of the Company and prepare a balance sheet and property list;
- (II) to notify creditors by a notice or announcement;
- (III) to handle the outstanding business of the Company in connection with liquidation;
- (IV) to settle the outstanding taxes and taxes incurred during the liquidation process;
- (V) to clear up claims and debts;
- (VI) to distribute the remaining assets of the Company after the discharge of debts;
- (VII) to participate in civil litigation on behalf of the Company.

The liquidation committee shall, within 10 days from its establishment, notify the creditors and shall make a public announcement within 60 days via the Designated Media or the National Enterprise Credit Information Publicity System. Creditors shall declare their claims to the liquidation committee within 30 days from the date of receipt of the notice, or, if no such notice is received, within 45 days from the date of the public announcement.

When declaring a claim, the creditor shall explain relevant details of the claim and provide supporting documents. The liquidation committee shall register the claims accordingly.

During the claims declaration period, the liquidation committee shall not make any repayment to creditors.

After examining the Company’s assets and preparing the balance sheet and property list, the liquidation committee shall formulate a liquidation plan and submit it to the Shareholders’ General Meeting or the People’s Court for confirmation.

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**APPENDIX V****SUMMARY OF THE ARTICLES OF ASSOCIATION**

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The remaining assets of the Company, after payment of liquidation expenses, employees’ salaries, social insurance premiums, and statutory compensations, as well as settlement of outstanding taxes and debts, shall be distributed to shareholders in proportion to their shareholdings.

During the liquidation period, the Company shall continue to exist but shall not conduct any business activities unrelated to the liquidation.

The Company’s assets shall not be distributed to shareholders before the debts have been settled in accordance with the preceding paragraph.

Where, during liquidation due to dissolution of the Company, the liquidation committee finds, after examining the Company’s assets and preparing the balance sheet and property list, that the Company’s assets are insufficient to repay its debts, it shall apply to the People’s Court for bankruptcy liquidation.

Upon acceptance of the bankruptcy application by the People’s Court, the liquidation committee shall hand over the liquidation affairs to the bankruptcy administrator designated by the People’s Court.

Upon completion of the liquidation, the liquidation committee shall prepare a liquidation report, which shall be submitted to the Shareholders’ General Meeting or the People’s Court for confirmation, and filed with the company registration authority for the purpose of applying for cancelation of the Company’s registration.

Where the Company is declared bankrupt according to law, bankruptcy liquidation shall be carried out in accordance with the relevant laws on enterprise bankruptcy.

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Company shall amend the Articles of Association under any of the following circumstances:

(I) Where, following amendments to the Company Law or relevant laws, administrative regulations, or securities regulatory rules of the place where the Company’s shares are listed, any provision herein conflicts with such amended laws, administrative regulations, or securities regulatory rules of the place where the Company’s shares are listed;

(II) there has been a change to the Company, resulting in inconsistency with the content in the Articles of Association;

(III) the Shareholders’ General Meeting decides to amend the Articles of Association.

Where any amendment to the Articles of Association resolved by the Shareholders’ General Meeting is subject to approval by a competent authority, such amendment shall be submitted to the competent authority for approval; where the amendment involves changes in the Company’s registration particulars, the procedures for change of registration shall be completed in accordance with the law.

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The Board of Directors shall amend the Articles of Association in accordance with the resolutions of the Shareholders’ General Meeting and the approval opinions of the relevant competent authorities.

Where any amendment to the Articles of Association involves information required by law or regulations to be disclosed, such information shall be publicly announced in accordance with provisions.