

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

This Appendix mainly provides potential [REDACTED] with an overview of the Articles of Association. As the following information is in summary form, it does not contain all the information that may be important to potential [REDACTED].

SHARES

Issuance of Shares

The Company’s shares are in the form of share certificate.

Shares of the Company shall be issued on the principles of transparency, fairness and equality, and the shares of the same class shall rank pari passu in all respects.

Each share of the same class shall be issued under the same conditions and at the same price in each issuance, and the same price shall be paid for each share subscribed for by any subscriber.

The nominal value of all par-value shares issued by the Company is denominated in RMB, with a par value of RMB1 each. The shares issued by the Company and [REDACTED] on the Hong Kong Stock Exchange are hereinafter referred to as “H Shares”.

The H Shares issued by the Company shall be primarily deposited with a custodian company under the [REDACTED] in accordance with the laws and practices of securities registration and depository of the place where the shares of the Company are [REDACTED], and may also be held by Shareholders in their own names.

Increase, Reduction and Repurchase of Shares

According to the operation and development needs of the Company, subject to the laws and regulations, the Company may increase the capital in the following ways upon approval of resolutions at the shareholders’ meeting:

- (I) offering of shares to unspecified parties;
- (II) offering of shares to specified parties;
- (III) distribution of bonus shares to existing Shareholders;
- (IV) converting the reserve funds into share capital;
- (V) other means approved by the laws, administrative regulations or approved by the securities regulatory authorities of the place where the Company’s shares are listed.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

The Company shall not repurchase its own shares, except under one of the following circumstances:

- (I) reducing the Company's registered capital;
- (II) merging with other companies which hold the shares of the Company;
- (III) using the shares for an employee stock ownership plan or equity incentive plan;
- (IV) purchasing its shares from Shareholders who have voted against the resolutions on the merger or division of the Company at a shareholders' meeting upon their request;
- (V) use of shares for conversion of convertible corporate bonds issued by the Company;
- (VI) necessary for the Company to maintain its value and protect the interests of the Shareholders.

The Company may repurchase its own shares by public centralized trading, or other means approved by the laws, administrative regulations and the securities regulatory authorities of the place where the Company's shares are listed.

A resolution shall be passed at the shareholders' meeting when the Company is to repurchase its own shares under the circumstances stipulated in items (I) and (II) above. In case that the Company is to repurchase its own shares under the circumstances stipulated in items (III), (V) and (VI) above, a resolution shall be passed at the Board meeting with more than two-thirds of Directors present in accordance with the applicable securities regulatory rules of the place where the Company's shares are listed.

On the premise of complying with the securities regulatory rules of the place where the Company's shares are listed, after the Company has repurchased its own shares in accordance with the above provisions, the shares repurchased shall be canceled within ten days from the date of purchase (under the circumstances set out in item (I) above), or shall be transferred or canceled within six months (under the circumstances set out in items (II) and (IV) above). If the Company repurchases its shares under the circumstances set out in items (III), (V) and (VI) above, 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 within three years.

When the Company repurchases its own shares, it shall perform the obligation of information disclosure in accordance with the Securities Law and the securities regulatory rules of the place where the Company's shares are listed. If the share repurchase is made under the circumstances stipulated in items (III), (V) or (VI) above, it shall be conducted through public centralized trading.

APPENDIX VI

SUMMARY OF ARTICLES OF ASSOCIATION

Transfer of Shares

The shares of the Company may be transferred according to law. All transfers of H Shares shall be effected by instruments of transfer in writing in a general or ordinary form or in any other forms acceptable to the Board of Directors (including the standard transfer format or form of transfer that Hong Kong Stock Exchange may provide from time to time); the instruments of transfer may be signed by hand only or by valid company seal (where the transferor or transferee is a corporation). Where the transferor or transferee is a recognized clearing house (the “**Recognized Clearing House**”) or any of its nominee as defined in the relevant ordinances from time to time in force under the laws of Hong Kong, the instruments of transfer may be signed manually or mechanically printed. All instruments of transfer shall be maintained at the statutory address of the Company or such places as the Board of Directors may designate from time to time.

The Company shall not accept its own shares as the subject matter of a pledge.

Shares issued prior to the Company’s public offering shall not be transferred within one year from the date the Company’s shares are listed and traded on a stock exchange.

The Directors and senior management of the Company shall declare to the Company of their holdings of shares of the Company and the changes therein. The shares transferred by them during each year of their tenures shall not exceed 25% of their total holdings of shares of the same class of the Company. The shares of the Company held by them shall not be transferred within one year from the date on which the Company’s shares are listed for trading. The shares of the Company held by them shall not be transferred within half a year from their departure from the Company.

Where the securities regulatory rules of the place where the Company’s shares are listed provide otherwise with respect to the restrictions on the transfer, such rules shall also be applicable.

Any gains from sale of Company’s shares or other securities with the nature of equity by the Shareholders, Directors and senior management holding 5% or more of the Company’s shares within six months after their purchase of the same, and any gains from the purchase of the shares or other securities with the nature of equity by any of the aforesaid parties within six months after sale of the same shall be disgorged and paid to the Company, and the Board of Directors of the Company shall recover such gains from the abovementioned parties. However, this restriction shall not apply to securities companies, Hong Kong Securities Clearing Company Ltd., and Hong Kong Securities Clearing (Nominees) Ltd. when they hold more than 5% of shares due to purchasing leftover shares after underwriting, nor shall it apply in other circumstances as specified by CSRC or the securities regulatory authorities of the jurisdiction where the company’s shares are listed.

Shares or other securities with the nature of equity held by Directors, senior management and individual Shareholders as mentioned in the preceding paragraph include shares or other securities with the nature of equity held by their spouses, parents or children, or held by them by using other person’s accounts.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

If the Board of Directors of the Company fails to comply with the provisions set forth in the first paragraph of this Article, the Shareholders are entitled to request the Board of Directors to do so within 30 days. If the Board of Directors of the Company fails to comply within the aforesaid period, the Shareholders are entitled to initiate litigation directly in the people's court in their own names for the interest of the Company.

If the Board of Directors of the Company fails to implement the provisions set forth in the first paragraph of this Article, the responsible Directors shall bear joint and several liability in accordance with law.

SHAREHOLDERS AND SHAREHOLDERS' MEETINGS

The Company shall establish a register of members in accordance with evidentiary documents provided by the securities registration and clearing institution. The register of members is sufficient evidence to prove that the Shareholders hold the Company's shares. The original register of members of H shares is kept in Hong Kong and is available for inspection by Shareholders, but the Company may suspend the registration of Shareholders in accordance with applicable laws and regulations and the securities regulatory rules of the place where the Company's shares are listed. Shareholders shall enjoy rights and assume obligations according to the class of shares they hold. Shareholders holding shares of the same class shall enjoy the same rights and assume the same obligations.

When the Company convenes a shareholders' meeting, distributes dividends, undergoes liquidation or engages in other activities that require the verification of Shareholders' identities, the Board of Directors or the convener of the shareholders' meeting shall determine the record date. Shareholders whose names appear on the register of members at the close of trading on the record date are entitled to relevant rights.

The rights of Shareholders of the Company are as follows:

- (I) to receive dividends and other forms of interest distribution according to the number of shares held;
- (II) to legally require, convene, preside over, participate in or authorize proxies of Shareholders to attend the shareholders' meeting and exercise corresponding voting rights;
- (III) to supervise operations of the Company, provide suggestions or submit queries;
- (IV) to transfer, grant or pledge the shares held according to the provisions of the laws, administrative regulations and the Articles of Association;
- (V) to read and copy the Articles of Association, register of members, minutes of shareholders' meetings, resolutions of Board meetings and financial accounting reports. A qualified Shareholder may inspect the accounting books and vouchers of the Company;
- (VI) to participate in the distribution of the remaining assets of the Company according to the proportion of shares held upon the Company's termination or liquidation;

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

(VII) to require the Company to acquire the shares from Shareholders voting against any resolutions adopted at the shareholders' meeting concerning the merger and division of the Company;

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

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

If the content of the resolution of the Company's shareholders' meeting or the Board meeting violates laws or administrative regulations, the Shareholders have the right to request the people's court to clarify it invalid. If the convening procedures or voting methods of the shareholders' meeting or the Board meeting violate laws, administrative regulations or the Articles of Association, or the content of the resolution violates the Articles of Association, the Shareholders have the right to request the people's court to revoke the resolution within 60 days from the date on which the resolution is made, unless there are only minor flaws in the convening procedures or voting methods of the shareholders' meeting or the Board meeting resulting in no substantial impact on the resolution.

Where there is a dispute among the Board of Directors, Shareholders and other relevant parties as to the validity of a shareholders' meeting resolution, they should promptly institute legal proceedings before the people's court. Before the people's court makes a judgment or ruling to revoke the resolution, etc., the relevant parties shall implement the shareholders' meeting resolution. The Company, Directors and senior management shall effectively perform their duties to ensure the normal operation of the Company.

If the people's court makes a judgment or ruling on relevant matters, the Company shall fulfill its information disclosure obligations in accordance with the laws, administrative regulations and provisions of the securities regulatory authorities of the place where the Company's shares are listed, fully explain the impact, and actively cooperate with the execution after the judgment or ruling takes effect. If correction of prior matters is involved, it will be handled promptly, and corresponding information disclosure obligations will be fulfilled.

A resolution of the Company's shareholders' meeting or Board meeting shall be deemed not to have been duly constituted under any of the following circumstances:

- (I) the resolution was made without holding a shareholders' meeting or Board meeting;
- (II) the shareholders' meeting or Board meeting did not vote on the resolution matter;
- (III) the number of attendees or the voting rights held by them did not reach the quorum required by the Company Law or the Articles of Association;
- (IV) the number of persons or the voting rights held by them agreeing to the resolution matter did not reach the majority required by the Company Law or the Articles of Association.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

If a Director or a member of the senior management other than members of the Audit Committee causes losses to the Company by violating the laws, administrative regulations or the Articles of Association during performance of his duties, Shareholders who individually or jointly hold more than 1% of the Company's shares for over 180 consecutive days may submit a written request to the Audit Committee to initiate legal proceedings at the people's court; if a member of the Audit Committee causes losses to the Company by violating the laws, administrative regulations or the Articles of Association during performance of his duties, the aforesaid Shareholders can request the Board of Directors in writing to initiate legal proceedings at the people's court.

If the Audit Committee or the Board of Directors refuses to initiate legal proceedings after receiving the written request from Shareholders as set out in the preceding paragraph, or fails to initiate legal proceedings within 30 days since the date of receiving the request, or does not initiate legal proceedings immediately in case of emergency where any delay would cause irreparable losses to the Company's interests, the Shareholders as mentioned in the preceding paragraph have the right to initiate legal proceedings directly at the people's court in their personal capacity for the interests of the Company.

In the event that any other person infringes upon the legitimate rights and interests of the Company and causes losses thereto, the Shareholder(s) specified in the first paragraph of this Article may file an action with the people's court pursuant to the provisions of the preceding two paragraphs.

If the Directors, Supervisors or senior management of a wholly-owned subsidiary of the Company violate laws, administrative regulations, or the provisions of the Articles of Association when performing their duties, causing losses to the Company, or if others infringe upon the legitimate rights and interests of the wholly-owned subsidiary of the Company and cause losses, the Shareholders who hold more than 1% of the shares of the Company individually or collectively for over 180 consecutive days may, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, request the Supervisory Committee or the Board of Directors of the wholly-owned subsidiary to file an action with the people's court in writing or directly file an action in their own names with the people's court. If a wholly-owned subsidiary of the Company does not have a Supervisory Committee or Supervisors but has an Audit Committee, the provisions specified in paragraphs 1 and 2 of this Article shall apply.

In the event that Directors or senior management violate the laws, administrative regulations or the Articles of Association, causing damage to the interests of Shareholders, the Shareholders may initiate legal proceedings with the people's court.

The obligations of Shareholders of the Company are as follows:

- (I) to abide by laws, administrative regulations and the Articles of Association;
- (II) to pay capital contribution as per the shares subscribed for and the method of subscription;
- (III) not to withdraw shares unless prescribed otherwise in laws and administrative regulations;
- (IV) not to abuse Shareholders' rights to infringe upon the interests of the Company or other Shareholders; not to abuse the Company's status as an independent legal entity or the limited liability of Shareholders to damage the interests of the Company's creditors;

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

- (V) to perform other duties prescribed in laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Any Shareholder of the Company who abuses Shareholders' rights and causes the Company or other Shareholders to suffer a loss shall be liable for making compensation in accordance with the law.

Any Shareholder of the Company who abuses the status of the Company as an independent legal entity or the limited liability of Shareholders to evade debts and seriously damages the interests of the Company's creditors shall assume joint and several liability for the Company's debts.

CONTROLLING SHAREHOLDERS AND ACTUAL CONTROLLERS

The Controlling Shareholders and actual controllers of the Company shall exercise their rights and fulfill their obligations, in accordance with laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed, to safeguard the interests of the Company.

The Controlling Shareholders and actual controllers of the Company shall comply with the following provisions:

- (I) to exercise their rights as Shareholders in accordance with laws and not to abuse their control or use their related relationship to prejudice the legitimate interests of the Company or other Shareholders;
- (II) to strictly fulfill their public statements and various undertakings and not to change or waive such statements and undertakings without permission;
- (III) to fulfill their information disclosure obligations in strict accordance with relevant regulations, proactively cooperate with the Company in information disclosure and inform the Company in a timely manner of material events that have occurred or are intended to occur;
- (IV) not to appropriate the Company's funds in any way;
- (V) not to order, instruct or request the Company and its relevant personnel to provide guarantees in violation of laws and regulations;
- (VI) not to make use of the Company's undisclosed material information to gain benefits, or disclose in any way undisclosed material information relating to the Company or engage in insider trading, short-swing trading, market manipulation or other illegal and unlawful acts;
- (VII) not to prejudice the legitimate interests of the Company and other Shareholders through unfair related transactions, profit distribution, asset restructuring, external investment or any other means;

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

(VIII) to ensure the integrity of the Company's assets and the independence of its personnel, finance, organization and business, and not to affect the independence of the Company in any way;

(IX) other provisions stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Where a Controlling Shareholder or actual controller of the Company does not serve as a Director of the Company but actually executes the Company's affairs, the provisions of the Articles of Association regarding the duty of loyalty and diligence of Directors shall apply.

Where a Controlling Shareholder or actual controller of the Company instructs a Director or senior management to engage in an act that is detrimental to the interests of the Company or its Shareholders, he/she shall bear joint and several liability with such Director or senior management.

Where a Controlling Shareholder or actual controller pledges the shares of the Company that he/she holds or effectively controls, he/she shall maintain the Company's control and the stability of its production and operation.

Where a Controlling Shareholder or actual controller transfers the shares of the Company held by him/her, he/she shall comply with the restrictive provisions on the transfer of shares set out in laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, as well as his/her undertakings in respect of restrictions on the transfer of shares.

General Provisions for Shareholders' Meetings

The shareholders' meeting of the Company comprises all Shareholders. The shareholders' meeting is the organ of authority of the Company, which exercises its powers in accordance with the law:

- (I) to elect or replace the Directors and to decide on matters relating to the remuneration of Directors;
- (II) to examine and approve reports of the Board of Directors;
- (III) to examine and approve the Company's proposals for profit distribution plans and loss recovery plans;
- (IV) to decide on any increase or decrease of the Company's registered capital;
- (V) to decide on the issue of corporate bonds by the Company;
- (VI) to decide on matters such as merger, division, dissolution and liquidation or change of corporate form of the Company;
- (VII) to amend the Articles of Association;
- (VIII) resolution on appointment and dismissal of the accounting firm undertaking audit services of the Company;

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

- (IX) to examine and approve the guarantees stipulated in Article 46;
- (X) to examine matters relating to the purchases and sales of the Company's material assets within one year which exceed 30% of the Company's latest audited total assets;
- (XI) to examine and approve matters relating to changes in the use of proceeds;
- (XII) to examine the equity incentive plans and employee stock ownership plans;
- (XIII) to examine other matters which shall be decided by the shareholders' meeting as required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

The shareholders' meeting may authorize the Board of Directors to make resolutions on the issue of bonds by the Company.

The following acts of external guarantee of the Company shall be submitted to the shareholders' meeting for consideration and approval upon consideration and approval by the Board of Directors:

- (I) any guarantee to be provided after the total amount of external guarantees provided by the Company and the subsidiaries it controls has exceeded 50% of the Company's net assets audited in the latest period;
- (II) any guarantee to be provided after the total amount of external guarantees provided by the Company has exceeded 30% of the Company's total assets audited in the latest period;
- (III) the total amount of external guarantees provided by the Company in favor of others within one year has exceeded 30% of the Company's total assets audited in the latest period;
- (IV) any guarantee to be provided in favor of a party whose ratio of liabilities to assets exceeds 70%;
- (V) the single guarantee for an amount of more than 10% of the Company's net assets audited in the latest period;
- (VI) the guarantee to be provided in favor of Shareholders or actual controllers or the related parties thereof. Guarantees other than the above are subject to consideration and decision by the Board of Directors.

For guarantee matters within the scope of authority of the Board of Directors, in addition to being approved by a majority of all Directors, such matters must also be approved by more than two-thirds of the Directors present at the Board meeting; for the purpose of the guarantee under item (III) of the preceding paragraph, such matters must be approved by more than two-thirds of the voting rights held by the Shareholders present at the shareholders' meeting.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

Where the shareholders' meeting considers the proposal on guarantees provided in favor of shareholders, actual controllers and their related parties, such shareholders or the shareholders controlled by such actual controllers shall not participate in the voting. The proposal shall be passed by more than half of the voting rights held by other Shareholders present at the shareholders' meeting.

The shareholders' meetings are divided into annual shareholders' meetings and extraordinary shareholders' meetings. The annual shareholders' meeting shall be convened every fiscal year and be held within six months after the end of the previous fiscal year. If a shareholders' meeting cannot be convened by the Company within the period mentioned above, the Company shall report to the securities regulatory authority of the place where the Company's shares are listed before the expiration of the period and announce the explanations.

The Company shall convene an extraordinary shareholders' meeting within two months from the date of the occurrence of any of the following circumstances:

- (I) the number of Directors is less than the number provided for in the Company Law or less than two-thirds of the number of Directors prescribed in the Articles of Association;
- (II) the uncovered losses of the Company reach one-third of its total paid-in share capital;
- (III) a request from Shareholders who separately or jointly hold voting rights attached to 10% or more shares in the Company (on a one-vote-per-share basis, excluding voting rights attached to treasury shares);
- (IV) the Board of Directors considers it necessary;
- (V) the Audit Committee proposes that such a meeting shall be held;
- (VI) other circumstances conferred by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Convening of Shareholders' Meetings

The shareholders' meeting shall be convened by the Board of Directors within the time limit specified.

After obtaining the consent of a majority of all independent Directors, an independent Director has the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting. Upon receiving such a proposal, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide a written response within ten days of receipt, indicating whether it agrees or disagrees to convene an extraordinary shareholders' meeting.

If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days after making the Board resolution. If the Board of Directors disagrees with convening an extraordinary shareholders' meeting, it shall state the reasons and make an announcement.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

The Audit Committee has the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting and shall submit such a proposal in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide a written response within ten days of receipt, indicating whether it agrees or disagrees to convene an extraordinary shareholders' meeting.

If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days after making the Board resolution. Any changes to the original proposal in the notice shall be subject to the consent of the Audit Committee.

If the Board of Directors disagrees to convene an extraordinary shareholders' meeting, or fails to provide feedback within ten days of receipt, it shall be deemed that the Board of Directors is unable or fails to perform its duty to convene the shareholders' meeting. In such cases, the Audit Committee may convene and preside over the meeting on its own.

When Shareholders who individually or collectively hold more than 10% of the Company's shares request the Board of Directors to convene an extraordinary shareholders' meeting, they shall submit such a request in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide a written response within ten days of receipt, indicating whether it agrees or disagrees to convene an extraordinary shareholders' meeting.

If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days after making the Board resolution. Any changes to the original proposal in the notice shall be subject to the consent of the relevant Shareholders.

If the Board of Directors disagrees to convene an extraordinary shareholders' meeting or fails to provide feedback within ten days of receipt, Shareholders who individually or collectively hold voting rights attached to more than 10% of the Company's shares (on a one-vote-per-share basis, excluding voting rights attached to treasury shares) have the right to propose to the Audit Committee to convene an extraordinary shareholders' meeting and shall submit such a request in writing to the Audit Committee.

If the Audit Committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days after receiving the request. Any changes to the original proposal in the notice shall be subject to the consent of the relevant Shareholders.

If the Audit Committee fails to issue a notice of the shareholders' meeting within the prescribed period, it shall be deemed that the Audit Committee does not convene and preside over the shareholders' meeting. In such cases, Shareholders who individually or collectively hold more than 10% of the Company's shares for a continuous period of 90 days or more may convene and preside over the meeting on their own.

Where the Audit Committee or Shareholders decide to convene a shareholders' meeting on their own initiatives, they shall notify the Board of Directors in writing and file the records with the stock exchange at the same time.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

The Audit Committee or the convening Shareholders shall submit the relevant supporting materials to the stock exchange when issuing the notice of the shareholders' meeting and the notice of the resolution of the shareholders' meeting.

Before the announcement of the resolutions of the shareholders' meeting is made, the shareholding of the convening Shareholders shall not be less than 10%.

For the shareholders' meetings convened by the Audit Committee or Shareholders on their own initiatives, the Board of Directors and the Board secretary shall cooperate with the Audit Committee or the Shareholders. The Board of Directors shall provide the register of members as at the record date. If the Board of Directors fails to provide the register of members, the convener may apply to the securities registration and clearing institution with the relevant announcement on the notice of the shareholders' meeting for obtaining the register of members. The register of members obtained by the convener shall not be used for purposes other than convening the shareholders' meeting.

The expenses necessary for the shareholders' meeting convened by the Audit Committee or the Shareholders on their own initiatives shall be borne by the Company.

Proposals and Notices of Shareholders' Meetings

The matters contained in a proposal shall be fall within the terms of reference of the shareholders' meeting and shall have explicit topics and specific matters for resolution, and shall be in compliance with the relevant provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The Company may convene a shareholders' meeting, and the Board of Directors, the Audit Committee and the Shareholders who individually or collectively hold voting rights attached to more than 1% of the Company's shares (on a one-vote-per-share basis, excluding voting rights attached to treasury shares) have the right to submit proposals to the Company.

Shareholders who individually or collectively hold voting rights attached to more than 1% of the Company's shares (on a one-vote-per-share basis, excluding voting rights attached to treasury shares) may submit an interim proposal in writing to the convener 10 days prior to the shareholders' meeting. The convener shall issue a supplementary notice of the shareholders' meeting within 2 days after receiving the proposal, announce the content of the interim proposal and submit the interim proposal to the shareholders' meeting for consideration. However, this does not apply if the interim proposal violates the provisions of laws, administrative regulations or the Articles of Association, or if it is not within the scope of the shareholders' meeting's authority. If, according to the securities regulatory rules of the place where the Company's shares are listed, the shareholders' meeting must be postponed due to the issuance of a supplementary notice, the meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the Company's shares are listed.

Except for the circumstances specified in the preceding paragraph, after the convener has issued the notice of the shareholders' meeting, it shall not modify the proposals already listed in the notice or add new proposals.

Any proposal that is not stated in the notice of the shareholders' meeting or does not comply with the Articles of Association shall not be voted and approved at the shareholders' meeting.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

The convener shall notify shareholders by announcement at least 20 days prior to the convening of the annual shareholders' meeting, and at least 15 days prior to the convening of an extraordinary shareholders' meeting.

When computing the aforementioned "20 days" and "15 days", the Company shall exclude the day on which the meeting is held but include the day on which the notice is issued.

A notice of a shareholders' meeting shall include the following:

- (I) the increase or reduction of the registered capital of the Company;
- (II) the division, spin-off, merger, dissolution, liquidation, or voluntary winding-up of the Company (excluding the voting rights attached to treasury shares);
- (III) amendments to the Articles of Association (excluding the voting rights attached to treasury shares);
- (IV) purchases or sales of major assets by the Company within a single year, or provision of guarantees to others, where the amount involved exceeds 30% of the Company's most recent audited total assets;
- (V) the formulation, amendment, and implementation of stock incentive plans;
- (VI) changes in the rights attached to a class of shares (which shall be approved by a vote of at least two-thirds majority of the votes cast by the holders of that class of shares present and voting at a separate class meeting, excluding the voting rights attached to treasury shares);
- (VII) other matters as required by laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, or these Articles of Association, as well as other matters which are determined by an ordinary resolution of the shareholders' meeting to have a material impact on the Company and require passage by a special resolution.

Notices and supplementary notices of shareholders' meetings shall adequately and completely disclose the full contents of all proposals.

Convening of Shareholders' Meetings

The Board of Directors and other convener of the Company will take necessary measures to safeguard the order of the shareholders' meeting. Behavior such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of Shareholders will be prevented and promptly reported to relevant authorities for investigation.

All Shareholders or their proxies registered on the record date shall be entitled to attend the shareholders' meeting and have the right to speak and exercise voting rights at the meeting in accordance with relevant laws, regulations and the Articles of Association (unless individual Shareholders are required to abstain from voting on certain matters under the securities regulatory rules of the place where the Company's shares are listed).

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

Shareholders may attend the shareholders' meeting in person or appoint a proxy to attend and exercise voting rights on their behalf within the scope of authorization. The proxy need not be a Shareholder of the Company.

Individual Shareholders who attend the meeting in person shall show their own identification cards or other valid documents or certificates to show their identity. The proxy appointed by a Shareholder to attend the meeting shall present his own identification card and a written power of attorney issued by the Shareholder.

Corporate Shareholders shall attend the meeting by its legal representative or the proxy appointed by its legal representative. Where the legal representative attends the meeting, he shall present his identification card and valid proof that can prove his qualification as legal representative; and where he appoints a proxy to attend the meeting, the proxy shall present his own identification card and the written power of attorney legally issued by the legal representative of the corporate Shareholder (except for Shareholders that are recognized clearing houses and their nominees).

A non-corporate Shareholder shall entrust the person in charge of the organization or the proxy appointed by the person in charge to attend the shareholders' meetings. The person in charge of the organization attending the shareholders' meeting shall produce his/her identity card and valid proof showing his or her capacity as the person in charge; the proxy attending the shareholders' meeting shall produce his or her identity card and a power of attorney in writing duly issued by the person in charge of the organization according to law.

The written power of attorney issued by the Shareholder appointing a proxy to attend the shareholders' meeting shall state:

- (I) name of the appointer and the class and number of shares held by such an appointer;
- (II) name of the proxy;
- (III) the specific instructions of the Shareholder, including to vote in favor of or against, or to abstain from voting on, each proposal set out on the agenda of the shareholders' meeting;
- (IV) the date of issue and validity period of the power of attorney;
- (V) the signature (or seal) of the appointer. If the appointer is a corporate Shareholder, the power of attorney shall be affixed with the seal of the corporate Shareholder or signed by its director or a duly appointed proxy. If the appointer is a non-corporate Shareholder, the seal of such non-corporate organization shall be affixed.

Where such a form of proxy is signed by a person under a power of attorney on behalf of the appointer, such power of attorney or other authorization document shall be notarized. The notarized power of attorney and other authorization documents, together with the proxy form, shall be lodged at the Company's premises or such other place designated in the notice convening the meeting.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

If the Shareholder is a recognized clearing house (or its nominee), such Shareholder shall be entitled to authorize one or more persons it thinks fit to act as its proxy at any shareholders' meeting and creditors' meeting. However, if more than one person is appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The power of attorney shall be signed by the person authorized by the recognized clearing house. The proxies so appointed may represent the recognized clearing house (or its nominee) in attending the meeting (without being required to present share certificate, notarized power of attorney and/or further evidence to prove due authorization) and exercising rights as if that proxy is an individual Shareholder of the Company, and shall be entitled to the legal rights equivalent to those of the other Shareholders, including the right to speak and vote.

The Company shall be responsible for preparing a register of attendees of the meeting. Such a register shall record name (or company name), identity card number, number of voting shares held or represented, name (or company name) of appointer and other matters of the attendees.

The convener and the counsel engaged by the Company shall jointly verify the legality of the Shareholders' qualifications in accordance with the register of members provided by the securities registration and clearing institution, and record and register the name of the Shareholders and the number of voting shares held by such Shareholders. The registration process shall end before the presiding officer of the meeting announces on site the number of Shareholders and proxies attending the meeting and the total number of their voting shares.

If the shareholders' meeting requires Directors and the senior management to attend the meeting as non-voting delegates, the Directors and the senior management shall attend and answer inquiries from Shareholders.

The shareholders' meeting shall be presided over by the chairman of the Board of Directors. If the chairman is unable or fails to perform his duties, one Director shall be elected by a majority of the Directors to preside over the meeting.

If the shareholders' meeting is convened by the Audit Committee, it shall be presided over by the convener of the Audit Committee. If the convener of the Audit Committee is unable or fails to perform his duties, one member of the Audit Committee shall be elected by a majority of such committee to preside over the meeting.

If the shareholders' meeting is convened by the Shareholders on their own initiatives, the convener or a representative nominated by the convener shall preside over the meeting.

If the presiding officer of the meeting violates the rules of procedure of the shareholders' meeting and prevents the meeting from proceeding, upon the agreement of more than half of the Shareholders present and entitled to vote, the shareholders' meeting may elect one person to serve as the presiding officer to continue the meeting.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

The Company shall establish rules of procedure of the shareholders' meeting, which shall detail the procedures for convening, holding and voting at the shareholders' meeting, including notification, registration, review of proposals, voting, counting of votes, announcement of voting results, formation of resolutions, minutes and signing and announcement. The rules shall also specify the principles and specific content of the authorization granted by the shareholders' meeting to the Board of Directors. The rules of procedure of the shareholders' meeting shall be an appendix to the Articles of Association, drafted by the Board of Directors and approved by the shareholders' meeting.

At the annual shareholders' meeting, the Board of Directors shall report to the shareholders' meeting in respect of its work in the previous year. Every independent Director shall also make a report on work. The annual work report of the independent Directors shall be disclosed no later than the notice of the annual shareholders' meeting is issued.

Directors and senior management shall make explanations and statements in respect of Shareholders' inquiries and advice at the shareholders' meeting.

The presiding officer shall announce the number of Shareholders and proxies attending the meeting and the total of voting shares held by them before voting, which shall be based on the meeting registration.

Minutes of the shareholders' meeting shall be prepared by the Board secretary. The minutes shall record:

- (I) the time, venue, agenda and the names of the conveners of the meeting;
- (II) the names of the presiding officer and Directors and other senior management members who attend the meeting as voting or non-voting delegates;
- (III) the number of Shareholders and proxies attending the meeting, the total number of voting shares held by them and the proportion of such voting shares in the Company's total shares;
- (IV) deliberation process, speech highlights and voting results of each proposal;
- (V) inquiries or advice of Shareholders and corresponding replies or explanations;
- (VI) the names of solicitor, tellers and scrutinizers;
- (VII) other contents which shall be recorded in the minutes in accordance with the Articles of Association.

Voting and Resolutions of Shareholders' Meetings

The resolutions of the shareholders' meeting are divided into ordinary resolutions and special resolutions.

An ordinary resolution at a shareholders' meeting shall be passed by more than half of the voting rights held by the Shareholders present at the shareholders' meeting.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

A special resolution at a shareholders' meeting shall be passed by at least two-thirds of the voting rights held by the Shareholders present at the shareholders' meeting.

The following matters shall be approved by the shareholders' meeting through ordinary resolutions:

- (I) work report of the Board;
- (II) the profit distribution plan and loss recovery plan drafted by the Board;
- (III) appointment or dismissal of the members of the Board, and their remunerations and the payment method;
- (IV) other matters other than those shall be approved by special resolutions stipulated in the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

The following matters shall be approved by special resolutions at the shareholders' meeting:

- (I) the increase or reduction of the registered capital of the Company;
- (II) the division, spin-off, merger, dissolution, liquidation, or voluntary winding-up of the Company (excluding the voting rights attached to treasury shares);
- (III) amendments to the Articles of Association (excluding the voting rights attached to treasury shares);
- (IV) purchases or sales of major assets by the Company within a single year, or provision of guarantees to others, where the amount involved exceeds 30% of the Company's most recent audited total assets;
- (V) the formulation, amendment, and implementation of stock incentive plans;
- (VI) changes in the rights attached to a class of shares (which shall be approved by a vote of at least two-thirds majority of the votes cast by the holders of that class of shares present and voting at a separate class meeting, excluding the voting rights attached to treasury shares);
- (VII) other matters as required by laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, or these Articles of Association, as well as other matters which are determined by an ordinary resolution of the shareholders' meeting to have a material impact on the Company and require passage by a special resolution.

Shareholders shall exercise voting rights based on the number of shares with voting rights held by them, and each share shall be entitled to one vote. Where the securities regulatory rules of the place where the Company's shares are listed provide otherwise, such provisions shall prevail. To the extent permitted by applicable laws and regulations, on a poll taken at a meeting, Shareholders (including proxies) having two or more votes do not necessarily use them all for affirmative or negative votes.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

Where any shareholder is required under the Hong Kong Listing Rules to abstain from voting or is restricted to voting only for or only against a matter, such shareholder must abstain or vote accordingly. Any vote cast in breach of such requirement or restriction, whether by or on behalf of the shareholder, shall be disregarded in calculating the results of the vote.

Where material issues affecting the interests of minority Shareholders are considered at the shareholders' meeting, the votes of minority Shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.

The Company's shares held by the Company shall have no voting rights, and shall not be included in the total number of shares with voting rights of Shareholders present at the shareholders' meeting.

If a Shareholder purchases shares with voting rights of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised and shall not be counted towards the total number of shares with voting rights present at the shareholders' meeting for thirty-six months after the purchase.

In accordance with the requirements of relevant laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, if any Shareholder is required to abstain from voting on the relevant proposal, or restricts any Shareholder from voting only for or against the designated proposal, any vote taken by such Shareholder or his/her representative in violation of the aforesaid provisions or restrictions shall not be counted in the voting results.

The Board, independent Directors, Shareholders holding more than one percent of the voting shares or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may solicit voting rights from Shareholders publicly. Information including but not limited to specific voting preferences shall be fully provided to the Shareholders from whom voting rights are being solicited. Soliciting shareholders' voting rights with consideration or any consideration in disguised form is prohibited. Except for statutory conditions, the Company shall not impose any minimum shareholding limitation for soliciting voting rights.

When the shareholders' meeting considers matters related to the connected transactions, the related Shareholders shall not participate in the voting, and the number of shares they represent with voting rights shall not be included in the total number of valid votes; the shareholders' meeting resolution shall fully disclose the voting situation of the unrelated Shareholders.

The abstention and voting procedures for connected shareholders are as follows:

- (1) The Board of Directors shall determine whether the matters to be submitted to the shareholders' meeting for review constitute connected transactions. In making such determination, the shareholding amounts of shareholders shall be based on the shareholder register.
- (2) If the Board of Directors determines that the matters to be submitted to the shareholders' meeting for review constitute connected transactions, the board shall notify the connected shareholders in writing and obtain their written response regarding whether they apply for an exemption from abstention.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

DIRECTORS AND THE BOARD

General Provisions for Directors

Directors of the Company shall be individuals, and a person may not serve as a Director of the Company in case of any of the following circumstances:

- (I) the person without civil conduct capacity or with limited civil conduct capacity;
- (II) the person who has committed an offense of corruption, bribery, conversion of property, misappropriation of property or sabotaging the market economic order of socialism and has been punished therefor; or who has been deprived of his/her political rights, in each case where less than 5 years have elapsed since the date of the completion of implementation of such punishment or deprivation; in the case of a suspended sentence, for a period not exceeding 2 years from the date of expiry of the probationary period;
- (III) the person who is a former director, factory director or general manager (president) of a company or enterprise which is insolvent and under liquidation and he/she is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of the completion of such insolvency and liquidation of the company or enterprise;
- (IV) the person who is a former legal representative of a company or enterprise which had its business license revoked and was ordered to shut down due to a violation of the law and who incurred personal liability, where less than 3 years have elapsed since the date of such revocation of the business license;
- (V) the person listed as a judgment defaulter by the People's Courts because the amount of debt he/she bears is relatively large and the debt is not paid off when it is due;
- (VI) the person who has been banned by the CSRC from access to the securities market, and the term of prohibition has not expired;
- (VII) the person who has been publicly declared by any stock exchange to be unsuitable for serving as the Directors and senior management of any listed company, and the term of prohibition has not expired;
- (VIII) other contents stipulated by laws, administrative regulations, departmental rules or the securities regulatory rules of the place where the Company's shares are listed.

The last day of the above period shall be the date on which the Board and the shareholders' meeting of the Company consider the resolution for the appointment of candidates for Directors.

Where a Director is elected or appointed in violation of the provisions set out in this Article, the election, appointment or appointment shall be void. If a Director is involved in said circumstances during his/her term of office, the Company shall dismiss him/her from office and cease his/her duties.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

If any of the circumstances described in items (I) to (VI) occurs to a Director during his/her term of office, the relevant Director shall immediately cease to perform his/her duties and be removed from his/her position by the Company in accordance with the corresponding regulations. If any of the circumstances described in items (VII) and (VIII) occurs to a Director during his/her term of office, the Company shall remove him/her from his/her position within 30 days from the date of the occurrence of such circumstance.

If the relevant Director shall be ceased to perform his/her duties but is not ceased or shall be removed from office but is not removed, and he/she attends and votes at the meetings of the Board and its special committees, or the special meetings of independent Directors, his/her vote shall be void and shall not be counted in the quorum.

If a candidate for Director is involved in any of the following circumstances, the Company shall disclose the specific circumstances of the candidate, the reasons for appointing the candidate and whether it will affect the standardized operations of the Company:

- (I) he/she has been subject to administrative penalty by the CSRC within the past 36 months;
- (II) he/she has been publicly censured or criticized thrice or above by the stock exchange within the past 36 months;
- (III) he/she has been investigated by the judicial authorities for suspected crimes or being investigated by the CSRC for suspected non-compliance, with no clear conclusive opinion for the time being;
- (IV) he/she has bad records such as major breach of trust.

The last day of the above period shall be the date on which the Board and the shareholders' meeting of the Company consider the resolution for the appointment of candidates for Directors.

Directors are elected or replaced by the shareholders' meeting and may be removed from office by the shareholders' meeting before the expiration of their term. Each director (including those with a designated term) shall serve a term of three years, be subject to retirement by rotation, and may be re-elected upon the expiration of their term. If the securities regulatory rules of the place where the Company's shares are listed have other provisions regarding the re-election of Directors, such provisions shall apply.

The term of office for Directors begins on the date of their appointment and ends when the current Board' term expires. If the term of office for Directors expires and a timely re-election has not taken place, the outgoing Directors shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules, and the Articles of Association until the newly elected Directors take office.

Subject to the securities regulatory rules of the place where the Company's shares are listed, if the Board appoints new Directors to fill a temporary vacancy or to increase the number of Directors, the term of the appointed Director shall only extend to the first annual shareholders' meeting following their appointment, at which time they shall be eligible for re-election.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

Members of senior management may serve concurrently as Directors, provided that the total number of such Directors who concurrently serve as senior management members and the employee representatives shall not exceed a half of the total number of the Directors of the Company.

Those who have served as independent Directors in the Company continuously for at least six years shall not be nominated as independent Director candidates for the Company within 36 months from the date of this fact. For those who have served as independent Directors prior to the initial public offering and listing, their term of office shall be calculated consecutively.

Subject to compliance with the relevant laws, regulations, and regulatory rules of the stock exchange where the Company's shares are listed, any person appointed by the Board of Directors to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall be eligible for re-election.

Directors shall observe the provisions of laws, administrative regulations and the Articles of Association with the fiduciary duties to the Company, take measures to avoid conflicts between their own interests and the Company's interests, and must not abuse their authority to seek improper benefits.

Directors shall fulfill the following fiduciary duties to the Company:

- (I) shall not embezzle the property of the Company, nor misappropriate funds of the Company;
- (II) shall not open accounts in which the funds of the Company are deposited in his/her personal name or in the name of other individuals;
- (III) shall not use their authority to give bribes or accept other illegal income;
- (IV) shall not enter into contracts or transactions directly or indirectly with the Company, without reporting to the Board of Directors or the shareholders' meeting and obtaining approval through resolutions by the Board of Directors or the shareholders' meeting as stipulated in the Articles of Association;
- (V) shall not take advantage of their positions to seek any business opportunity that belongs to the Company for themselves or any other person, except under the circumstances where he/she has reported to the Board of Directors or the shareholders' meeting and has been approved by a resolution of the shareholders' meeting, or where the Company cannot make use of the business opportunity as stipulated by laws, administrative regulations or the Articles of Association;
- (VI) shall not engage in business of the same kind as that of the Company either for themselves or on behalf of others, without reporting to the Board of Directors or the shareholders' meeting and obtaining approval by a resolution of the shareholders' meeting;
- (VII) shall not accept commissions paid by others for transactions conducted with the Company as their own;
- (VIII) shall not disclose the Company's secret without authorization;

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

- (IX) shall not abuse their related relationships to damage the Company's interests;
- (X) shall have other fiduciary duties stipulated in laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Any income obtained by a Director in violation of the provisions set out in this Article shall belong to the Company; if losses are caused to the Company, the Director shall be liable for compensation. The provisions of the item (IV) in the second paragraph of this Article shall apply to the contracts or transactions between the Company and the close relatives of Directors and senior management members, enterprises directly or indirectly controlled by Directors, senior management members or their close relatives, as well as related parties with other connections to Directors and senior management members.

Directors shall abide by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, and have diligent duties to the Company, and exercise the reasonable care that shall be generally possessed by a manager for the best interests of the Company when performing their duties.

Directors shall have the following diligent duties to the Company:

- (I) shall prudently, earnestly and diligently exercise the powers the Company grants to them to ensure that the Company conducts its commercial activities in a manner that complies with the requirements of state laws, administrative regulations and various national economic policies, and that the commercial activities do not go beyond the scope of the business activities stipulated in the business license;
- (II) shall treat all Shareholders fairly;
- (III) shall keep timely informed of the Company's business operations and management status, promptly report relevant issues and risks to the Board of Directors, and may not seek exemption from liability on the grounds of unfamiliarity with the Company's business or lack of knowledge about relevant matters;
- (IV) shall sign written statements confirming the regular reports of the Company, and ensure that the information disclosed by the Company is true, accurate, and complete;
- (V) shall ensure the ability to devote sufficient time and effort to handle the Company's affairs; otherwise, they should not accept the appointment;
- (VI) shall act objectively and must make decisions in the best interests of the Company;
- (VII) other diligent duties stipulated in the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

If any Director fails to attend two consecutive Board meetings, either in person or by authorizing another Director on his/her behalf, for two consecutive meetings, he/she shall be deemed as failing to perform his/her duties. The Board shall propose at the shareholders' meeting to replace such Director. However, a director who attends a Board meeting via teleconference, video conference, or other functionally equivalent means of communication shall be deemed to be present in person at such meeting, provided that such arrangement complies with the securities regulatory rules of the stock exchange where the Company's shares are listed.

Directors may resign prior to the expiration of their terms of office. The Directors who resign shall submit to the Board of Directors a written report in relation to their resignation, and such resignation shall take effect on the date on which the Company receives the resignation report. Relevant information shall be disclosed by the Company within two trading days.

Where, as a result of a Director's resignation, the quorum requirement for the Board of Directors is no longer met, or the proportion of independent Directors in the Board of Directors or its special committees does not comply with laws and regulations or the Articles of Association due to the resignation of an independent Director, or there is no accounting professional among the independent Directors, the outgoing Director shall continue to perform a Director's functions in accordance with laws, administrative regulations, departmental rules and the Articles of Association before the newly elected Director assumes office.

A company shall complete a by-election within 60 days from the date on which a Director tenders his/her resignation, so as to ensure that the composition of the Board of Directors and its special committees is in compliance with the laws and regulations and the Articles of Association.

The Company shall establish a management system for the resignation of Directors, clarifying the protective measures regarding accountability and compensation for unfulfilled public undertakings and other outstanding matters. Upon effective resignation or expiration of his/her term of office, a Director shall complete his/her hand-over procedures with the Board of Directors. The fiduciary duties of such Director towards the Company and Shareholders thereof shall not terminate automatically within two years after the end of his/her term of office but shall still be valid. His/her obligation of confidentiality in respect of the Company's trade secrets shall survive after expiration of his/her tenure until the same falls into public domain. The duration of other obligations shall be decided on the basis of the principle of fairness, the time lapse between the occurrence of the event concerned and the departure, and on the circumstances and conditions under which the relationship between the Director and the Company are terminated. The responsibilities that Directors should bear for performing their duties during their term of office shall not be exempted or terminated due to their resignation.

Shareholders have the right to remove any director before the expiration of his or her term by way of an ordinary resolution at a shareholder's meeting. However, such removal shall not affect the director's right to claim damages with regard to any contract.

If a Director is dismissed before the expiration of his/her term of office without justifiable reasons, the Director may demand compensation from the Company.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

Without the provisions of the Articles of Association or the lawful authorization of the Board of Directors, no Director shall act in his/her own name on behalf of the Company or the Board of Directors. When a Director acts in his/her own name, the Director shall declare his/her position and identity in advance if the third party reasonably believes that the Director is acting on behalf of the Company or the Board of Directors.

If a Director, in carrying his/her duties of the Company, causes damage to others, the Company shall be liable for compensation; if the Director acted with intention or gross negligence, he/she shall also be liable for compensation.

Any Director in breach of laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the provisions of the Articles of Association in carrying the duties of the Company and thereby causing losses to the Company, shall bear the responsibility for compensation.

Board of Directors

The Company shall establish a Board of Directors, which shall comprise 9 Directors, including 3 independent Directors. Directors of the Company may include executive Directors and independent Directors. Non-executive Director refers to the Director who does not hold any operational management position in the Company.

The employee representative in the Board of Directors shall be elected by employees of the Company in employee representative meetings, employee meetings or any other form of democratic election, and need not be submitted to the shareholders' meeting for consideration.

The Board of Directors shall have one Chairman. The Chairman shall be elected by the Board of Directors with the approval of a majority of all Directors.

The Board of Directors shall exercise the following duties and powers:

- (I) to convene and preside over shareholders' meetings, submit proposals or motions to shareholders' meetings, request shareholders' meetings to approve relevant matters, and report work to shareholders' meetings;
- (II) to implement the resolutions of shareholders' meetings;
- (III) to determine the Company's business plans and investment proposals;
- (IV) to formulate the Company's annual financial budget and final accounts proposals;
- (V) to formulate the Company's profit distribution plans and plans for making up losses;
- (VI) to formulate proposals for the Company's increase or reduction of registered capital, issuance of bonds or other securities, and listing;
- (VII) to prepare proposals for the Company's major acquisitions, repurchase of the Company's shares, or mergers, divisions, dissolution, and changes in the company's form;

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

- (VIII) within the scope authorized by the shareholders' meeting or as stipulated in these Articles of Association, to decide on matters such as the company's external investments, acquisition and sale of assets, asset mortgages, external guarantees, entrusted wealth management, connected transactions, external donations, etc.;
- (IX) to determine the establishment of the Company's internal management structure;
- (X) to decide on the appointment or dismissal of the Company's general manager, Secretaries of the Board of Directors, and other senior management personnel, and determine their remuneration and rewards/punishments; based on the nomination of the general manager, appoint or dismiss the company's vice general managers, financial controller, and other senior management personnel, and determine their remuneration and rewards/punishments;
- (XI) to formulate and review the Company's basic management systems, corporate governance policies, and practices;
- (XII) to prepare proposals for amendments to these Articles of Association;
- (XIII) to manage the Company's information disclosure matters;
- (XIV) to propose to the shareholders' meeting the appointment or replacement of the accounting firm auditing the company;
- (XV) to listen to work reports from the Company's General Manager and inspect the General Manager's work;
- (XVI) to ensure sufficient resources are available to conduct (at least annually) a review of the effectiveness of the risk management and internal control systems of the company and its subsidiaries;
- (XVII) to formulate the company's purpose, values, and strategies, and ensure alignment with the company's culture;
- (XVIII) to review and monitor the training and continuous professional development of directors and senior management personnel;
- (XIX) to review and monitor the company's policies and practices regarding compliance with laws and regulatory requirements;
- (XX) to resolve on the repurchase of the company's shares under the circumstances specified in items (III), (V), and (VI) of paragraph 1 of Article 24 of these Articles of Association;
- (XXI) other authorities granted by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the place where the company's shares are listed, or these Articles of Association, or by the shareholders' meeting.

Matters exceeding the scope authorized by the shareholders' meeting shall be submitted to the shareholders' meeting for deliberation.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

The Board of Directors shall make explanations to the shareholders' meeting in relation to the non-standard audit opinions expressed by the certified public accountants in the financial reports of the Company.

The Board of Directors shall formulate rules of procedure for the Board meetings in order to make sure that the Board of Directors shall implement the resolutions made by the shareholders' meeting, improve work efficiency and guarantee scientific decision-making.

There are no specific provisions in the Articles of Association for Directors to exercise the borrowing power, but there are relevant provisions on matters relating to the Company's external investments, purchase or sale of assets, asset mortgage, external guarantee, entrusted wealth management, related transactions and external donations as determined by the Directors within the scope authorized by the shareholders' meeting.

The Board of Directors shall determine the right relating to external investments, purchase or sale of assets, asset mortgage, external guarantee, entrusted wealth management, related transactions and external donations, and shall establish strict examination and decision-making procedures; and arrange relevant experts and professionals to assess on material investment projects and report to the shareholders' meeting for approval.

The scope of authority of the Board of Directors for external investments, purchase or sale of assets, asset mortgage, external guarantees, entrusted wealth management, related transactions, and the proportion of funds involved in the Company's assets are subject to the systems considered and approved by the Company.

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

- (I) to preside over shareholders' meetings, convene and preside over the Board meetings;
- (II) to monitor and check the implementation of the Board of Directors' resolutions;
- (III) other functions and powers as authorized by the Board of Directors.

At least two regular meetings of the Board of Directors shall be convened every year by the Chairman of the Board of Directors. All the Directors shall be notified in writing 10 days before each meeting.

Shareholders representing 1/10 or more of the voting rights, or more than 1/3 of the directors, may propose to convene an interim meeting of the Board of Directors. The Chairman of the Board of Directors shall convene and preside over the Board meeting within 10 days from the receipt of the proposal.

The notification method for the Board of Directors to convene an extraordinary meeting is: direct delivery, email or other means; the notification period is: no less than 3 days before the meeting.

If the situation is urgent so that an extraordinary meeting of the Board of Directors needs to be convened as soon as possible, a notice of the meeting may be sent at any time by telephone or by other oral means, and the convener shall make explanations at the meeting.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

The notice of the Board meeting shall include the following:

- (I) the time and venue of the meeting;
- (II) the duration of the meeting;
- (III) the reasons and subject matters;
- (IV) the date of issuing the notice.

The oral notice of the meeting shall include at least the contents in items (I) and (III) above, and the explanation of convening the extraordinary meeting of the Board of Directors under emergency.

The quorum of a Board meeting shall be more than half of all Directors. A resolution of the Board of Directors shall be passed by more than half of all Directors.

As for the voting on a Board of Directors resolution, each Director shall have one vote.

The Director of the Company connected with the enterprise or individual involved in the resolutions of the Board meetings, the Director shall promptly report in writing to the Board of Directors. Directors with related relationships shall not exercise his/her own, or represent other Directors to exercise voting right on such resolutions. Such Board meeting may be held if more than half of the unconnected Directors to be present. The resolution made by the Board of Directors shall be passed by more than half of all such unconnected Directors. Where there are fewer than three unconnected Directors present at the Board meeting, the relevant matters shall be forwarded to a shareholders' meeting of the Company for consideration. If laws, regulations, or the securities regulatory rules of the place where the Company's shares are listed impose additional restrictions on Directors' participation in Board meetings and voting, such provisions shall prevail.

The means of the voting on Board resolutions is: to vote either by open ballot or written ballot.

As long as Directors can fully express their opinions at the extraordinary meeting of the Board of Directors, resolutions may be passed via e-mail, instant messengers, internet and phone etc., and signed by participating Directors.

Directors shall attend Board meetings in person. If any Director is unable to attend the meeting for any reason, he/she may by a written power of attorney appoint another Director to attend the meeting on his/her behalf. The power of attorney shall include the name of the proxy, the subject, scope of authorization and validity period, which shall be signed or officially sealed by the appointing Director. A Director appointed as the representative of another Director to attend the meeting shall exercise the rights of a Director within the scope of authorization. Where a Director does not attend a Board meeting and does not appoint a proxy to attend the meeting on his/her behalf, he/she shall be deemed to abstain from voting in such meetings.

The Board of Directors shall make minutes of the decisions made on the matters discussed at the meeting, and the Directors and the secretary to the Board of Directors present at the meeting shall sign on the minutes.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

The minutes of the Board meeting shall be kept as archives of the Company for a period of not less than ten years.

Minutes of the Board meeting shall include the following particulars:

- (I) date and venue of the meeting and the name of the convener;
- (II) the names of Directors present and the names of Directors (proxies) entrusted by others to attend the Board meeting;
- (III) meeting agenda;
- (IV) key points of Directors' speeches;
- (V) the manner of voting and the results of each resolution (the results of the vote shall indicate the number of votes cast in favor, against or abstentions).

The Directors shall be responsible for resolutions of the Board of Directors. Where a resolution of the Board of Directors is in breach of laws, regulations, the provisions of the CSRC and the stock exchanges, the Articles of Association or the resolutions of the shareholders' meeting thereby causing serious losses to the Company, those Directors who voted for the resolution shall be liable to the Company for compensation. Provided that, if a Director is proven to have dissented at the voting of such resolution and such dissension was noted in the minutes of the meeting, then the Director may be relieved from such liability.

Independent Directors

Independent Directors shall earnestly fulfill their responsibilities in accordance with laws, administrative regulations, other normative documents, the securities regulatory rules of the place where the Company's shares are listed, and provisions of the Articles of Association. They shall play a role in participating in decision-making, supervising and balancing, and providing professional advice in the Board of Directors to maintain the overall interests of the Company and protect the legitimate rights and interests of minority Shareholders.

Independent Directors shall maintain their independence, and the following persons shall not serve as independent Directors of the Company:

- (I) persons working for the Company or its subsidiaries, their spouses, parents and children, and major social relations;
- (II) natural person Shareholders who directly or indirectly hold more than 1% of the Company's issued shares or who are among the Company's top ten Shareholders, and their spouses, parents and children;
- (III) persons who work for Shareholders who directly or indirectly hold more than 5% of the Company's issued shares or who work for entities of the Company's top five Shareholders, and their spouses, parents, and children;

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

- (IV) persons serving in the subsidiaries of the Company's Controlling Shareholders and de facto controllers and their spouses, parents and children;
- (V) persons who have significant business dealings with the Company, its Controlling Shareholders, de facto controllers or their respective subsidiaries, or who serve in entities with which they have significant business dealings and their Controlling Shareholders or de facto controllers;
- (VI) persons providing financial, legal, consulting and sponsorship and other services to the Company, its Controlling Shareholders, de facto controllers or their respective subsidiaries; including, but not limited to, all members of the project team of the intermediaries providing the services, reviewers at all levels, persons signing the report, partners, Directors, senior management and principals;
- (VII) persons who have been in the situations listed in the items (I) to (VI) above within the last twelve months;
- (VIII) other persons who do not possess independence as stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Affiliates of the Company's Controlling Shareholders and de facto controllers as set out in items (IV) to (VI) above, exclude enterprises that are controlled by the same state-owned asset management entity as the Company and do not constitute a related party relationship with the Company under the relevant provisions.

The independent Directors shall conduct an annual self-examination of their independence and submit such examination results to the Board of Directors. The Board of Directors shall evaluate the independence of the existing independent Directors annually and issue a special opinion, and disclose the same in the annual report.

An independent Director of the Company shall fulfill the following conditions:

- (I) be qualified to serve as a Director of a listed company in accordance with laws, administrative regulations and other relevant provisions;
- (II) comply with the independence requirements stipulated in the Articles of Association;
- (III) possess basic knowledge of the operation of a listed company and be familiar with relevant laws, regulations and rules;
- (IV) have at least five years of working experience in law, accounting or economics necessary for the fulfillment of his/her duty as an independent Director;
- (V) possess good personal integrity and no major breach of trust or other adverse records;

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

(VI) other conditions as stipulated by laws, administrative regulations, regulations of the securities regulatory authorities in the place where the Company's shares are listed, and the Articles of Association.

The independent Directors of the Company, as members of the Board of Directors, shall owe a duty of loyalty and diligence to the Company and all Shareholders, and shall prudently fulfill the following duties:

- (I) participating in the decision-making of the Board of Directors and express their definite opinions on the matters discussed;
- (II) supervising matters relating to potential material conflicts of interest between the Company and its Controlling Shareholders, actual controller, Directors and senior management and protecting the legitimate rights and interests of minority Shareholders;
- (III) providing professional and objective advice on the Company's operation and development to enhance the decision-making level of the Board; and
- (IV) other duties required by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The independent Directors shall exercise the following special functions and powers:

- (I) independently engaging intermediary agencies to conduct audits, consultations or verifications on specific matters of the Company;
- (II) proposing to the Board of Directors to convene an extraordinary shareholders' meeting;
- (III) proposing to convene a Board meeting;
- (IV) openly soliciting shareholders' rights from Shareholders in accordance with laws;
- (V) expressing independent opinions on matters that may jeopardize the interests of the Company or the minority Shareholders; and
- (VI) other functions and powers stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The independent Directors exercising the functions and powers set out in items (I) to (III) of the preceding paragraph shall obtain the approval of more than half of all independent Directors.

The Company shall disclose in a timely manner any exercise of the functions and powers listed in the first paragraph by independent Directors. In the event that the aforesaid functions and powers cannot be properly exercised, the Company shall disclose the specific circumstances and reasons thereof.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

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

- (I) related party transactions that should be disclosed;
- (II) the proposal of the Company and related parties to change or waive their commitments;
- (III) decisions made and measures taken by the Board of Directors of the acquired listed company in response to the acquisition; and
- (IV) other matters stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The Company shall establish a mechanism for specialized meetings attended by independent Directors only. Where the Board of Directors deliberates related party transactions and other matters, prior approval shall be obtained from the specialized meeting of independent Directors.

The Company shall convene specialized meetings of independent Directors on a regular or irregular basis. Matters listed in items (I) to (III) in the first paragraph of Article 131 and Article 132 of the Articles of Association shall be considered at the specialized meeting of independent Directors.

The specialized meeting of independent Directors may study and discuss other matters of the Company as necessary.

The specialized meeting of independent Directors shall be convened and presided over by an independent Director jointly elected by a majority of the independent Directors; in the event that the convener does not or is unable to perform his/her duties, two or more independent Directors may convene the specialized meeting on their own and elect a representative to preside over the meeting.

Minutes of specialized meetings of independent Directors shall be prepared in accordance with the regulations, which shall include the opinions of the independent Directors. The independent Directors shall sign on the minutes for confirmation.

The Company shall facilitate and support the convening of specialized meetings of independent Directors.

Special Committees under the Board

The Board of Directors of the Company shall establish an Audit Committee to exercise the functions and powers of the Supervisory Committee as required by the Company Law.

The Audit Committee shall comprise of three members, all being independent non-executive Directors who do not serve as senior management of the Company, and a majority of whom shall be independent Directors. The accounting or other appropriate professional among such independent Directors shall serve as the convener.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

The Audit Committee is responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating both internal and external audit work and internal controls. The following matters shall be submitted to the Board of Directors for deliberation after being approved by a majority of the members of the Audit Committee:

- (I) to disclose financial information in financial and accounting reports and periodic reports and internal control evaluation reports;
- (II) to engage or dismiss accounting firms for audit services of the Company;
- (III) to engage or dismiss the financial officer of the Company;
- (IV) to revise accounting policies or accounting estimations or correct significant accounting errors for reasons other than changes in accounting standards; and
- (V) other matters stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The Audit Committee shall convene meetings at least once a quarter, and may convene an extraordinary meeting upon the proposal of two or more members, or when the convener deems necessary. Meetings of the Audit Committee shall only be held with the attendance of at least two-thirds of the members.

Resolutions of the Audit Committee shall be passed by a majority of all members of the Audit Committee. When voting on a resolution of the Audit Committee, each member shall have one vote.

The resolutions of the Audit Committee shall be recorded in the minutes of the meeting in accordance with regulations, and the Audit Committee members attending the meeting shall sign on the minutes.

The terms of reference of the Audit Committee shall be formulated by the Board.

The Sustainable Development Committee, Nomination Committee, Remuneration Committee and other special committees set up by the Board of Directors of the Company shall perform their duties according to the Articles of Association and the authorization of the Board. The proposals of special committees shall be submitted to the Board of Directors for consideration and approval. The terms of reference of special committees shall be formulated by the Board.

The Nomination Committee is responsible for formulating the selection criteria and procedures for Directors and senior management, selecting and reviewing the candidates for Directors and senior management and their qualifications, as well as making recommendations to the Board of Directors on the following matters:

- (I) nomination, appointment and removal of Directors and succession planning for Directors, especially for the chairman and the general manager;
- (II) appointment or dismissal of senior management;

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

- (III) other matters stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and the terms of references formulated by the Board.

If the Board of Directors does not adopt or not fully adopt the recommendations of the Nomination Committee, the opinions of the Nomination Committee and the specific reasons for non-adoption shall be recorded in the resolution of the Board of Directors and disclosed.

The Remuneration and Appraisal Committee is responsible for setting appraisal standards for Directors and senior management and conducting appraisals, formulating and reviewing the remuneration decision mechanisms, decision-making processes, payment and stop-payment recourse arrangements and other remuneration policies and proposals for Directors and senior management, and making recommendations to the Board of Directors on:

- (I) the remuneration of Directors and senior management;
- (II) formulation or modification of stock incentive plans and employee stocks plans, achievement of conditions for granting benefits and exercising rights of incentive participants;
- (III) the arrangement of stock ownership plans for subsidiaries to be spun-off by the Directors and senior management;
- (IV) other matters as required by laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed, the Articles of Association and the working rules formulated by the Board of Directors.

If the Board of Directors fails to adopt or fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall record the opinions of the Remuneration and Appraisal Committee and the specific reasons for the failure in a resolution of the Board of Directors and disclose such matter.

The Sustainable Development Committee is primarily responsible for matters such as the Company's long-term development strategy, major investment decisions, and sustainable development. Its main duties and authorities are:

- (I) to study and provide recommendations on the Company's long-term strategic development plans;
- (II) to study and provide recommendations on major investment and financing proposals that require Board approval as stipulated in the Company's Articles of Association;
- (III) to study and provide recommendations on major capital operations and asset management projects that require Board approval as stipulated in the Company's Articles of Association;
- (IV) to study the Company's sustainable development, corporate strategy, objectives, and major issues, review the Company's ESG-related reports, and provide recommendations;

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

- (V) to identify ESG-related risks and opportunities relevant to the Company, assess their impact on the Company, and propose measures for addressing these risks and opportunities;
- (VI) to study and provide recommendations on other major issues affecting the Company's development;
- (VII) to monitor the implementation of the aforementioned matters;
- (VIII) other matters authorized by the Board of Directors.

SENIOR MANAGEMENT

The Company shall have one general manager, several vice general managers, one chief financial officer, and two secretaries of the Board of Directors, who shall be appointed or dismissed at the decision of the Board of Directors. Vice general managers, chief financial officer and secretaries of the Board of Directors are nominated by the general manager.

The provisions of the Articles of Association regarding the circumstances under which a person shall not serve as a Director and the management requirements for resignation shall also apply to the senior management. The provisions in the Articles of Association regarding the fiduciary duties and duties of diligence of Directors shall also apply to the senior management.

A person holding other administrative positions other than a director and supervisor in any entity of the Controlling Shareholders of the Company shall not serve as the senior management of the Company.

The senior management of the Company shall receive remuneration from the Company only, and the Controlling Shareholders shall not pay any remuneration to them on behalf of the Company.

The general manager is appointed for a term of three years and may be re-appointed upon expiration of the term of office.

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

- (I) to preside over the Company's production and business management activities, organize the implementation of the resolutions of the Board of Directors, and report work to the Board of Directors;
- (II) to organize the implementation of the Company's annual business plans and investment programs;
- (III) to draft proposals for the establishment of internal management institutions of the Company;
- (IV) to draft the Company's basic management systems;
- (V) to formulate specific regulations of the Company;

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

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

(VII) to decide on the appointment or dismissal of management personnel other than those who should be appointed or dismissed by the Board of Directors;

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

The general manager shall attend the meetings of the Board of Directors.

The general manager shall formulate a set of detailed rules for the work of the general manager and submit to the Board of Directors for approval before implementation.

The detailed rules for the work of the general manager shall include the following particulars:

(I) the conditions and procedures for convening the meetings of the general manager and the attendees thereof;

(II) the specific duties and division of work of each of the general manager and other senior management;

(III) the authority to use the funds and assets and execute material contracts, and the system of reporting to the Board of Directors;

(IV) other matters as the Board of Directors considers necessary.

The general manager may resign before the expiration of his/her term. The specific procedures and measures regarding the resignation of the general manager shall be governed by the appointment contract between the general manager and the Company.

The Company shall have 2 secretaries of the Board of Directors, who is responsible for the organization of shareholders' meetings and Board meetings, document keeping and management of information regarding the shareholders of the Company, dealing with information disclosure and other matters.

Secretaries of the Board of Directors shall comply with the relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association and the working system of the secretary of the Board of Directors.

The Company shall be liable for compensation if the senior management causes damage to others in the performance of the his/her duties in the Company; and if the senior management is intentional or grossly negligent, he/she shall also be liable for compensation.

Senior management who violates the provisions of laws, administrative regulations, departmental rules and the Articles of Association in the performance of his/her duties in the Company and causes damage to the Company shall be liable for compensation.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

The senior management of the Company shall perform his/her duties faithfully and safeguard the best interests of the Company and all shareholders. If the senior management of the Company fails to perform his/her duties faithfully or violates his/her fiduciary duties, causing damage to the interests of the Company and public shareholders, he/she shall be liable for compensation in accordance with the law.

FINANCIAL ACCOUNTING SYSTEM, DISTRIBUTION OF PROFITS AND AUDIT

Financial Accounting System

The Company shall formulate its financial and accounting systems in accordance with laws, administrative regulations and regulations of relevant state departments. The Company shall submit the annual report to the CSRC's dispatched institutions and the stock exchange where the Company's shares are listed within four months after the end of each fiscal year; and submit and disclose the interim report to the CSRC's dispatched institutions and the stock exchange where the Company's shares are listed within two months after the end of the first half of each fiscal year. If otherwise provided by the securities regulatory authority of the place where the Company's shares are listed, such provisions shall prevail. The aforementioned annual reports and interim reports shall be prepared in accordance with the relevant provisions of laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed.

The Company shall not maintain any accounting books other than the statutory accounting books. The Company's funds shall not be kept under any account opened in the name of any individual.

Distribution of Profits

When distributing after-tax profits of the year, the Company shall allocate 10% of its after-tax profits for the Company's statutory reserve. When the aggregate balance in the statutory reserve has reached 50% or more of the Company's registered capital, the Company needs not to make any further allocations to that fund. Where the Company's statutory reserve is not enough to make up for losses of the Company for the preceding year, the current year's profits shall be applied firstly to make up for the losses before being allocated to the statutory reserve in accordance with the provisions of the preceding paragraph.

Subject to a resolution passed at a shareholders' meeting, after allocation has been made to the Company's statutory reserve from its after-tax profits, the Company may set aside funds for the discretionary reserve from its after-tax profits. The after-tax profits of the Company, after recovery of losses and appropriation of reserve funds, shall be distributed to shareholders in proportion to their shareholdings, except for those not distributed in proportion to their shareholdings as stipulated in the Articles of Association. If the shareholders' meeting distributes profits to shareholders in violation of the provisions of the Company Law, shareholders shall refund to the Company the profits distributed in violation of the provisions; if losses are caused to the Company, the shareholders and the responsible Directors and senior management shall be liable for compensation. No profit shall be distributed in respect of the shares of the Company which are held by the Company.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

The Company must appoint one or more collection agents in Hong Kong for the H Shareholders. The collection agent(s) shall collect and hold on behalf of the relevant H Shareholders the dividends and other payable payments distributed by the Company in respect of the H Shares, pending payment to such H-shareholders. The collection agent appointed by the Company shall meet the requirements of laws and regulations and the securities regulatory rules of the place where the Company’s shares are listed.

The reserve fund of the Company shall be used to make up for losses of the Company, expand the production and operations of the Company or be converted to increase the registered capital of the Company. Where the reserve fund of the Company is used to make up for losses, the discretionary reserve and statutory reserve shall be firstly used. If they are still insufficient to make up for the losses, the capital reserve can be used according to the relevant provisions. When the statutory reserve is converted to increase the registered capital, the balance of the statutory reserve shall not be less than 25% of the registered capital of the Company before such conversion.

The Company implements a continuous and stable profit distribution policy. The profit distribution of the Company shall attach importance to the reasonable investment returns to shareholders and take into account the sustainable development of the Company. The Company may distribute dividends in cash, shares or a combination thereof. Cash dividends have priority over share dividends. The cash dividend policy target is the remaining dividends. If the conditions for cash dividends are met, cash dividends shall be used for profit distribution. If share dividends are used for profit distribution, it shall include real and reasonable factors such as the Company’s growth potential and the dilution of net assets per share.

Internal Audit

The Company implements the internal audit system, which clearly defines the internal audit leadership system, responsibilities and authorities, staffing, funding support, application of audit results and accountability.

The internal audit system of the Company shall be implemented after being approved by the Board and disclosed to the public.

Appointment of an Accounting Firm

The Company shall appoint such accounting firm which has complied with the Securities Law, and the securities regulatory rules of the place where the Company’s shares are listed to carry out the audit for the accounting statements, net asset verification, and other relevant consultancy services. The term of the appointment shall be 1 year and can be re-appointed.

The appointment and dismissal of accounting firms by the Company shall be decided by ordinary resolutions of the shareholders’ meeting. The Board of Directors shall not appoint an accounting firm before the decision of the shareholders’ meeting.

The Company shall guarantee to provide true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information to the engaged accounting firm, and shall not refuse, conceal or falsely report.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

The audit fee of the accounting firm shall be decided by ordinary resolutions of the shareholders' meeting.

In the event of the dismissal or non-renewal of appointment of an accounting firm, the Company shall notify the accounting firm 30 days in advance. When the shareholders' meeting votes on the dismissal of an accounting firm, the accounting firm shall be allowed to make its representation.

An accounting firm proposing to resign shall state its opinions in the shareholders' meeting whether the Company has committed any improper act.

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

Merger, Division, Capital Increase and Capital Reduction

Merger of the Company may take the form of absorption or establishment of a new company.

In case of merger by absorption, a company absorbs any other company and the absorbed company is dissolved. In case of merger by new establishment, two or more companies merge into a new one and the parties to the merger are dissolved.

If the payment for a merger to be made by the Company does not exceed 10% of its net assets, a resolution of the shareholders is not required for the merger, unless it is otherwise provided for in the Articles of Association.

In cases where a merger is not subject to a resolution of the shareholders according to the provisions of the preceding paragraph, it shall be subject to a resolution of the Board of Directors.

If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement, and shall prepare a balance sheet and a property list. The Company shall notify its creditors within 10 days after the date of the resolution for the merger, and shall publish an announcement on the press specified in Article 176 of the Articles of Association or the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) within 30 days after the date of such resolution. A creditor may within 30 days after the receipt of the notice or, in case where he/she fails to receive such notice within 45 days after the date of the announcement, to demand the Company to repay its debts or provide guarantees for such debts.

Where there is a merger of the Company, the claims and debts of each party to the merger shall be succeeded to by the company surviving the merger or the new company established subsequent to the merger.

Where there is a division of the Company, its assets shall be divided accordingly.

Where there is a division of the Company, a balance sheet and property list shall be prepared. The Company shall notify its creditors within 10 days after the date of the resolution for the division, and shall publish an announcement on the press specified in Article 176 of the Articles of Association or the National Enterprise Credit Information Publicity System within 30 days after the date of such resolution.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

Unless a written agreement has been entered into, before the division, by the Company and its creditors in relation to the repayment of debts, debts of the Company prior to the division shall be jointly assumed by the surviving companies after 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 after the date of the resolution made by the shareholders' meeting for the reduction of its registered capital, and shall publish an announcement on the press specified in Article 176 of the Articles of Association or the National Enterprise Credit Information Publicity System within 30 days after the date of such resolution. A creditor has the right within 30 days after the receipt of the notice or, in case where he/she fails to receive such notice within 45 days after the date of the announcement, to demand the Company to repay its debts or provide guarantees for such debts.

When the Company reduces its registered capital, its capital contribution or shares shall be reduced in proportion to the shares held by its shareholders, unless it is otherwise provided for by laws or the Articles of Association.

If the Company remains in a loss position after making up for its losses in accordance with paragraph 2 of Article 156 of the Articles of Association, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for the losses, the Company shall not make any distribution to the shareholders, nor shall the shareholders be exempted from the obligation to make capital injection or payment for the shares.

Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of Article 183 of the Articles of Association shall not apply, but an announcement shall be published on the press specified in Article 176 of the Articles of Association or the National Enterprise Credit Information Publicity System within 30 days after the date of the resolution on reduction of registered capital made at the shareholders' meeting.

After reducing its registered capital in accordance with the provisions of the preceding two paragraphs, the Company shall not distribute profits until the accumulated amount of the statutory reserve and discretionary reserve reaches 50% of the Company's registered capital.

In case of a reduction of registered capital in violation of the Company Law and other relevant provisions, the shareholders shall return the funds received, and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Company, the shareholders and the responsible Directors and senior management shall be held liable for compensation.

Shareholders have no pre-emptive rights in the event that the Company issues new shares for the purpose of increasing its registered capital, except as otherwise provided in the Articles of Association or otherwise determined by a resolution of the shareholders' meeting.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

In the event of a merger or division of the Company, if there is a change in the registration items, the Company shall go through the change registration with the company registration authority in accordance with the law; if the Company is dissolved, it shall go through the deregistration procedures of the Company in accordance with the law; and if a new company is established, the company establishment registration shall be completed in accordance with the law.

If the Company increases or reduces its registered capital, it shall go through the change registration with the company registration authority in accordance with the law.

Dissolution and Liquidation

The Company shall be dissolved upon the occurrence of the following events:

- (I) expiry of the term of business provided in the Articles of Association or other cause of dissolution as specified therein;
- (II) a resolution on dissolution is passed by a shareholders' meeting;
- (III) dissolution is required due to the merger or division of the Company;
- (IV) the business license of the Company is revoked or the Company is ordered to close down or dissolved in accordance with the laws;
- (V) if the Company suffers significant hardships in operation and management, and its continued existence would cause significant losses to shareholders' interests, and such issues cannot be resolved through other means, shareholders representing 10% or more of the shares of the Company may plead the people's court to dissolve the Company.

In the event that the Company has the dissolution causes as prescribed in the preceding paragraph, it is obligated to disclose the causes of dissolution through the National Enterprise Credit Information Publicity System within 10 days.

If the Company is in the situation as described in items (I) or (II) of Article 188 of the Articles of Association and has not yet distributed its properties to shareholders, it can continue to exist by amending the Articles of Association or through a resolution of the shareholders' meeting.

Any amendment to the Articles of Association or resolution of the shareholders' meeting pursuant to the preceding paragraph shall be approved by two-thirds or more of the voting rights held by the shareholders present at the shareholders' meeting.

Where the Company is dissolved pursuant to items (I), (II), (IV) and (V) of Article 188 of the Articles of Association, it shall be liquidated. The Directors are the liquidation obligators of the Company and shall form a liquidation group to carry out liquidation within 15 days after the date of occurrence of the cause of dissolution.

The liquidation group shall be composed of the Directors, unless it is otherwise provided for in the Articles of Association or it is otherwise elected by resolutions of the shareholders' meeting.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

The liquidation obligors shall be liable for compensation if they fail to fulfill their obligations of liquidation in a timely manner, and thus any loss is caused to the Company or the creditors.

The liquidation group shall exercise the following functions and powers during the liquidation period:

- (I) to liquidate the Company's property, and prepare balance sheet and property list, respectively;
- (II) to notify creditors by notice or public announcement;
- (III) to deal with the outstanding business of the Company involved in the liquidation;
- (IV) to pay all outstanding taxes and taxes arising in the course of liquidation;
- (V) to liquidate claims and debts;
- (VI) to dispose of the remaining property of the Company after paying off debts;
- (VII) to participate in civil litigations on behalf of the Company.

The liquidation group shall notify the Company's creditors within 10 days after its formation, and shall make a public announcement on the press specified in Article 176 of the Articles of Association or the National Enterprise Credit Information Publicity System within 60 days. The creditors shall file their proofs of claims with the liquidation group within 30 days after the receipt of the notice or within 45 days after the issuance of the public announcement in the case of failing to receive such notice.

Creditors shall provide explanations and evidence for their claims upon their declarations of such claims. The liquidation group shall record the creditors' claims.

The liquidation group shall not pay off any debts to any creditors during period of claim declaration.

After clearing the property of the Company and preparing a balance sheet and property list, the liquidation group shall formulate a liquidation plan for the confirmation of the shareholders' meeting or the people's court.

The remaining property of the Company after the payment of liquidation expenses, employees' wages, social insurance expenses and statutory compensation, outstanding taxes and the Company's debts, shall be distributed to shareholders in proportion to their shareholdings by the Company.

During the liquidation period, the Company shall continue to exist but shall not carry out any business activities unrelated to the liquidation. The Company's assets shall not be distributed to the shareholders before the liquidation in accordance with the preceding paragraph.

If the liquidation group, after clearing the Company's assets and preparing a balance sheet and property list, discovers that the Company's assets are insufficient to pay its debts in full, it shall file an application to a people's court for bankruptcy liquidation.

APPENDIX VI SUMMARY OF ARTICLES OF ASSOCIATION

After the people's court accepts the application for bankruptcy, the liquidation group shall hand over the liquidation matters to the bankruptcy administrator designated by the people's court.

Upon completion of the liquidation, the liquidation group shall prepare a liquidation report to be submitted to the shareholders' meeting or the people's court for confirmation, and submit it to the company registration authority to apply for deregistration of the Company.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

- (I) after amendments are made to the Company Law or other relevant laws, administrative regulations and securities regulatory rules of the places where the Company's shares are listed, the matters stipulated in the Articles of Association are in conflict with the provisions of the revised laws, administrative regulations and securities regulatory rules of the places where the Company's shares are listed;
- (II) if certain changes of the Company occur resulting in the inconsistency with certain terms specified in the Articles of Association;
- (III) the shareholders' meeting has resolved to amend the Articles of Association.

If the Articles of Association adopted by resolutions at the shareholders' meeting need to be submitted to the competent authorities for approval, the Articles of Association shall be submitted to the competent authorities for approval. If any of the registration matters of the Company is involved, the involved changes shall be registered in accordance with the law.

The Board of Directors shall amend the Articles of Association in accordance with the resolution of the shareholders' meetings on amendment to the Articles of Association and the examination and approval opinions from relevant authorities.

Any amendment to the Articles of Association that is required to be disclosed in accordance with laws and regulations shall be disclosed in accordance with provisions thereunder.