This Appendix summarizes the principal provisions of the Company's Articles of Association, which shall take effect on the date of the H Shares being [REDACTED] on the Hong Kong Stock Exchange. As the primary purpose of this appendix is to provide an overview of the Company's Articles of Association, it does not necessarily contain all of the information that is important to [REDACTED].

ISSUE OF SHARES

The shares of the Company are in registered form. The Company shall issue shares in an open, fair and just manner, and each share of the same class shall carry the same rights and benefits. Shares of the same class in the same issue shall be issued on the same conditions and at the same price. The same price shall be payable for each of the shares subscribed for.

All shares issued by the Company shall be shares with a par value of RMB1.00 each.

INCREASE, REDUCTION AND REPURCHASE OF SHARES

In light of the Company's operational and developmental needs, the Company may increase its capital in accordance with the laws and regulations and subject to a separate resolution of the general meeting of shareholders, by any of the following methods:

(i) Issuing shares to non-specific objects;

(ii) Issuing shares to specific objects;

(iii) allotment of bonus shares to existing shareholders;

(iv) conversion of funds in the capital reserve to share capital;

(v) other means stipulated by laws, administrative regulations and regulatory rules of the place where the Company's shares are listed or those approved by China Securities Regulatory Commission ("**CSRC**").

The Company may reduce its registered capital. Any reduction of the Company's registered capital shall be subject to the procedures prescribed in the Company Law, the Hong Kong Listing Rules and other relevant regulations, as well as the articles of Association.

Without contravening any law, regulation, the Hong Kong Listing Rules and the provisions of the Articles of Association, the Company may repurchase its shares in accordance with the law, administrative regulations, departmental rules and the provisions of the Articles of Association under any of the following circumstances:

(i) Where the Company reduces its registered capital;

(ii) Where the Company merges with another company that holds its shares;

(iii) Where the Company acquires its own shares for employee stock ownership plans or equity incentives;

(iv) Where a shareholder objects to the resolution of the general meeting of shareholders on the merger or division of the Company and requests the Company to purchase the shares that he/she/it holds;

(v) Where the Company acquires its own shares for converting convertible corporate bonds issued by the Company that are convertible into shares; or

(vi) Where the Company needs to purchase its own shares to maintain its value and the rights and interests of shareholders.

Except for the circumstances mentioned above, the Company shall not trade in its own shares.

The Company may repurchase its shares through public centralized trading, or through other means as permitted by the laws, administrative regulations, provisions of the Hong Kong Listing Rules, CSRC and the Hong Kong Stock Exchange. Where the Company repurchases its shares under the circumstances specified in items (iii), (v), and (vi) above, such repurchase shall be conducted through public centralized trading.

Where the Company repurchases its shares under the circumstances specified in items (i) and (ii) above, such repurchase shall be subject to a resolution of the general meeting of shareholders. Where the Company repurchases its shares under the circumstances specified in items (iii), (v), and (vi) above, the Company may, pursuant to the Articles of Association or as authorized by the general meeting of shareholders, proceed with such purchase, upon a resolution at a meeting of the board of directors attended by more than two-thirds of the directors.

The shares acquired by the Company under the circumstance stipulated in item (i) above shall be canceled within ten days from the date of acquisition; the shares shall be transferred or canceled within six months where the repurchase is made under the circumstances stipulated in either item (ii) or item (iv); and the shares held in aggregate by the Company after a share buyback under any of the circumstances stipulated in item (iii), item (v) or item (vi) shall not exceed 10% of the total shares that have been issued by the Company, and shall be transferred or canceled within three years.

Where the Company repurchases its H Shares pursuant to the provisions of the Articles of Association, it may, at its option, have such H Shares cancelled immediately or hold them as treasury shares in accordance with the Hong Kong Listing Rules. The Company shall deposit the treasury shares in a segregated account in the Central Clearing and Settlement System (CCASS), with clear instructions to ensure such Shares are clearly identifiable as treasury shares. The Company shall not exercise any rights in respect of the treasury shares, and no dividend will be declared or paid in respect of the treasury shares.

After repurchasing its shares, the Company shall fulfill its information disclosure obligations in accordance with the Hong Kong Listing Rules, other applicable laws and regulations, and the regulatory requirements of the place where the Company's shares are listed.

SHARE TRANSFER

The shares of the Company man be transferred in accordance with the law. Transfer of all H Shares shall be executed with a written transfer instrument in a common format or other format accepted by the Board of Directors (including the standard transfer format or transfer form specified by the Hong Kong Stock Exchange from time to time); such instrument of transfer may only be executed by hand or by the transferor/transferee affixing its valid seal (if the transferor or transferee is a company). If the transferor or transferee of the Company's shares is a recognized clearing house (the "**Recognized Clearing House**") or its agent as defined in the relevant ordinances in force from time to time under Hong Kong laws, the written transfer document may be signed in the form of manual signature or machine-printed signature. All transfer instruments must be lodged with the Company's registered address or other places as the Board of Directors may from time to time specify.

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

Shares issued by the Company prior its public offering of shares shall not be transferred within 1 year from the date on which the Shares of the Company are listed and traded on a stock exchange. Where laws, administrative regulations, the securities regulatory authorities under the State Council or the Hong Kong securities regulatory authorities provide otherwise for the transfer of the Company's shares held by the Company's shareholders or de facto controllers, such provisions shall prevail.

The directors and senior management members of the Company shall declare to the Company the shares of the Company they hold and any change thereof. During their tenure as determined at the time of taking office, the number of shares they transfer each year shall not exceed 25% of the total number of shares of the Company they hold. The above-mentioned persons shall not transfer the shares of the Company they hold within six months after leaving their positions. Where otherwise provided by the Hong Kong securities regulatory authorities, such provisions shall prevail.

Where Directors, senior management members of the Company or shareholders holding 5% or more of the Company's shares sell the shares or other equity-linked securities of the Company held by them within six months after purchase, or repurchase such securities within six months after sale, any profits arising therefrom shall accrue to the Company, and the Board of Directors of the Company shall recover such profits. This shall not apply to securities companies that hold 5% or more of the Company's shares as a result of acquiring unsold shares remaining under underwriting commitments, nor to any other circumstances as prescribed by relevant laws and regulations, the CSRC or the securities regulatory authority of the place where the Company's shares are listed.

For the purposes of the preceding paragraph, the shares or other equity-linked securities held by directors, senior management members and individual shareholders holding 5% or more of the Company's shares include shares or other equity-linked securities held by their spouses, parents and children, or held through accounts of other persons.

If the Board of Directors of the Company fails to comply with the aforesaid provision the shareholders have the right 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 have the right to directly institute legal proceedings in their own names in the People's Court for the interests of the Company. And if the Board of Directors fails to implement the aforesaid provisions, the liable directors shall bear joint and several liabilities in accordance with the law.

For transfer restrictions set out in the preceding paragraph involving H Shares, the relevant provisions of the Hong Kong securities regulatory authorities shall be complied with.

SHAREHOLDERS AND GENERAL MEETINGS OF SHAREHOLDERS

Shareholders

The Company shall keep a register of shareholders based on the certificates provided by the share registrar and settlement institution. The register of shareholders shall be sufficient evidence proving the shareholders' holding of the Company's shares. The original register of holders of H Shares shall be maintained in Hong Kong and the appointed overseas agent shall ensure consistency between the original version and the duplicate register of holders of overseas listed shares at all times. The Company shall ensure that the Hong Kong branch register of shareholders is available for inspection by shareholders, whilst the Company may suspend registration of changes to the register of shareholders in accordance with the provisions of 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.

If a holder of H Shares loses his/her share certificate and applies for a replacement share certificate, it may be dealt with in accordance with the laws, the rules of the stock exchange and other relevant requirement of the place where the original register of holders of overseas listed shares is maintained.

In respect of the joint holders of any shares, only the joint holder who stands first on the register of shareholders has the right to take over the share certificates of the relevant shares and receive notices from the Company. Any notices served to the aforesaid person shall be deemed to have been served to all joint holders of the underlying shares. Any joint shareholder may sign a proxy form, provided that if more than one joint shareholders attend the general meeting of shareholders in person or by proxy, the vote of the senior joint shareholder who casts a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of shareholders in respect of the joint shareholding.

The shareholders of the Company shall enjoy the following rights:

(i) the right to receive dividends and profit distributions in any other form in proportion to their shareholdings;

(ii) the right to request, convene, preside over, attend or appoint a proxy to attend general meetings of shareholders, and exercise corresponding rights to speak and vote at general meetings of shareholders in accordance with the law; (except for situations where voting rights are required to be waived on specific matters in accordance with the securities regulatory rules of the place where the Company's shares are listed);

(iii) the right to supervise, present suggestions on or make inquiries about the operations of the Company;

(iv) the right to transfer, give as gift or pledge their shares in accordance with the laws, administrative regulations and the Articles of Association;

(v) the right to review and make copies of the Articles of Association, register of shareholders, minutes of general meetings of shareholders, resolutions of the Board meetings, and financial and accounting reports; Eligible shareholders may review the accounting books and certificates of the Company;

(vi) the right to participate in the distribution of the remaining property of the Company in proportion to their shareholdings in the event of the termination or liquidation of the Company;

(vii) the right to require the Company to purchase their shares if they object to the resolutions of the general meeting of shareholders on the combination or division of the Company;

(viii) such other rights as are provided for by laws, administrative regulations, departmental rules, regulatory documents, the securities regulatory rules in the place where the Company's shares are listed or the Articles of Association.

Shareholders requesting to review or make copies of relevant materials of the Company shall comply with the provisions of the Company Law, the Securities Law, other laws, administrative regulations, as well as the securities regulatory rules of the place where the Company's shares are listed. If any shareholder needs to access the relevant information or obtain materials as set out in the preceding article, the said shareholder shall provide the Company with written documents bearing evidence of the class and number of shares held by him/her/it, and the Company will provide the said information or materials as required by the said shareholder upon verification of the shareholder's identity.

The Company shall establish effective communication channels with shareholders, set up specialized departments and assign dedicated personnel to be responsible for shareholder engagement, visitor reception, information disclosure and handling of enquiries, so as to ensure that shareholders are entitled to the right to know and the right to participate in major corporate matters as prescribed by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

In the event that any resolution of the general meetings of shareholders or Board meetings of the Company violates any laws or administrative regulations, shareholders are entitled to file a petition to the competent People's Court to declare such resolution invalid.

In the event that the convening of a general meeting of shareholders or Board meeting or any voting procedure in such meetings violates the laws, administrative regulations or the Articles of Association, or the contents of any resolution violate the provisions of the Articles of Association, shareholders shall have the right to file a petition to the competent People's Court to have such resolution revoked within 60 days from the date of the resolution. However, this shall not apply if the convening procedures or voting methods of a general meeting of shareholders or a Board meeting involve only minor irregularities that do not materially affect the resolution.

A resolution of a general meeting of shareholders or Board meeting of the Company shall be deemed invalid under any of the following circumstances:

(i) The resolution has been made without the convening of a general meeting of shareholders or Board meeting;

(ii) The resolution has been made without voting at the general meeting of shareholders or Board meeting;

(iii) The number of persons attending or votes represented at the meeting fails to reach the number of persons attending or votes represented required by the Company Law or the Articles of Association;

(iv) The number of persons attending or votes represented at the meeting voting in favor of the matter to be resolved fails to reach the number of persons or votes represented required by the Company Law or the Articles of Association.

Where a director or a senior management member violate violates laws, administrative regulations or the Articles of Association when performing his/her duties for the Company, thus causing losses to the Company, the shareholders who either alone or jointly having been holding more than one percent (1%) of shares of the Company for one hundred and eighty (180) consecutive days or more shall have the right to submit a written request asking the Audit Committee to institute legal proceedings with the People's Court; where a member of the Audit Committee violates the provisions of laws, administrative regulations or the Articles of Association when performing his/her duties for the Company, thus causing losses to the Company, the aforesaid shareholders may submit a written request asking the Board of Directors to institute legal proceedings with the People's Court.

In the event that a director or a senior management member violates laws, administrative regulations or the articles of Association, thus causing damage to the interests of shareholders, the shareholders may institute legal proceedings before the People's Court.

The shareholders of the Company shall undertake the following obligations:

(i) to comply with 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 share capital unless in the circumstances stipulated by laws and regulations;

(iv) not to abuse shareholder's rights to prejudice the interests of the Company or other shareholders; not to abuse the independent legal person status of the Company or shareholder's limited liability to prejudice the interests of creditors of the Company; and

(v) other obligations stipulated by the laws, administrative regulations, departmental rules and regulatory documents, the Listing Rules of the stock exchange where the Company's shares are listed and the Articles of Association.

Where a shareholder of the Company abuses the rights of shareholders and causes losses to the Company or other shareholders, they shall be liable for compensation in accordance with the law. Where a shareholder of the Company abuses the Company's independent legal person status and the limited liability of the shareholders to evade debts, thereby seriously prejudicing the interests of the Company's creditors, such shareholder shall be jointly and severally liable for the debts of the Company.

Any shareholder holding more than 5% of the voting shares in the Company shall submit a written report to the Company on the same day such shareholder pledges any of its shares.

The Company shall not provide the shareholders or de facto controllers with funds, commodities, services or other assets gratis or on manifestly unfair terms; shall not provide funds, commodities, services or other assets to the shareholders or de facto controllers who are noticeably unable to make repayment; shall not provide guarantees to the shareholders or de facto controllers who are noticeably unable to make repayment or provide guarantees to the shareholders or de facto controllers without justifiable reasons; and shall not, without justifiable reasons, relinquish creditors' rights against the shareholders or de facto controllers or assume debts of the shareholders or de facto controllers. Such transactions as provision of funds, commodities, services or other assets between the Company and the shareholders or de facto controllers shall be deliberated by the Board and the general meeting of shareholders in strict accordance with the decision-making policies for connected transactions and all connected directors and shareholders shall abstain from voting.

The controlling shareholders and de facto controllers of the Company shall not use the connected relations to the detriment of the interests of the Company; otherwise, they shall be liable for compensation for any loss incurred to the Company. The controlling shareholder and de facto controller of the Company have fiduciary duties towards the Company and other shareholders of the Company. The controlling shareholders shall exercise their rights as contributors in strict compliance with the laws and shall not infringe upon the legitimate rights and interests of the Company and its other shareholders through profit distribution, asset restructuring, external investments, fund appropriation and loan guarantees, and shall not use their controlling status to prejudice the interests of the Company and its other shareholders.

General Provisions for the General Meetings of Shareholders

The general meeting of shareholders is the organ of power of the Company and shall exercise the following duties and powers in accordance with the law:

(i) To elect and replace directors, and to decide on matters relating to their remuneration;

(ii) To consider and approve reports of the Board of Directors;

(iii) To consider and approve the profit distribution plans and loss recovery plans of the Company;

(iv) To adopt resolutions on the increase or reduction of the registered capital of the Company and the issue of any type of shares, share warrants and other similar securities;

(v) To adopt resolutions on the issuance of corporate bonds by the Company;

(vi) To adopt resolutions on the merger, division, dissolution, liquidation or change in corporate form of the Company;

(vii) To amend the Articles of Association;

(viii) To adopt resolutions on the engagement and dismissal of the accounting firm undertaking the Company's audit business;

(ix) To consider and approve the guarantees set out in Article 43 of the Articles of Association;

(x) To consider matters in respect of purchase and disposal of major assets by the Company within one year, or a guarantee amount exceeding 30% of the Company's latest audited total assets;

(xi) To consider and approve connected transactions required to be considered by the general meeting of shareholders as stipulated in the Hong Kong Listing Rules;

(xii) To consider equity-based incentive programme and employee share ownership plans;

(xiii) To consider and approve the changes in the use of raised funds;

(xiv) To consider other matters to be resolved at the general meeting of shareholders in accordance with the provisions of laws, administrative regulations, departmental rules, normative documents, the Articles of Association or the Hong Kong Listing Rules.

The general meeting of shareholders of the Company may authorize the Board of Directors to issue shares and corporate bonds, and the specific implementation shall comply with the provisions of laws, administrative regulations, the China Securities Regulatory Commission, the securities regulatory authority of Hong Kong and the stock exchange where the Company's shares are listed.

In the event of any inconsistency between the matters required to be resolved by the general meeting of shareholders as stipulated in the articles of Association and the provisions of the listing rules of the stock exchange where the Company's shares are listed, the provisions of the listing rules of the stock exchange where the Company's shares are listed shall prevail.

The following external guarantees by the Company shall be submitted to the general meeting of shareholders for deliberation and approval after being reviewed and approved by the Board of Directors:

(i) The provision of a single guarantee the amount of which exceeds 10% of the Company's latest audited net assets;

(ii) Any guarantee provided after the total amount of the external guarantees provided by the Company and its holding subsidiaries exceeds 50% of the Company's latest audited net assets;

(iii) The provision of guarantee to anyone whose liability-asset ratio exceeds 70%;

(iv) Any guarantee provided after the total amount of the external guarantees provided by the Company reaches or exceeds 30% of the latest audited total assets;

(v) Guarantees provided by the Company within one year and with an aggregate amount exceeding 30% of the Company's latest audited total assets;

(vi) Guarantees provided to shareholders, actual controllers and their connected parties;

(vii) Other guarantees as stipulated in the Hong Kong Listing Rules or the Articles of Association.

In the event of any inconsistency between the external guarantees required to be resolved by the general meeting of shareholders as stipulated in the preceding paragraph and the provisions of the listing rules of the stock exchange where the Company's shares are listed, the provisions of the listing rules of the stock exchange where the Company's shares are listed shall prevail.

The general meetings of shareholders include the annual general meetings of shareholders and the extraordinary general meetings of shareholders. The annual general meeting of shareholders is convened once every year and shall be held within six months after the end of the previous accounting year.

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

(i) Where the number of directors is less than the number stipulated by the Company Law or two-thirds of the number prescribed in the Articles of Association;

(ii) Where the uncovered losses of the Company reach one-third of the paid-in share capital;

(iii) Where it is requested by a shareholder individually or shareholders collectively holding more than 10% of the Company's shares (excluding the Company's treasury shares);

(iv) Where the Board of Directors considers it necessary;

(v) Where the Audit Committee proposes that such a meeting shall be held;

(vi) Other circumstances prescribed by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules or the Articles of Association.

If an extraordinary general meeting of shareholders is convened in accordance with the securities regulatory rules of the place where the Company's shares are listed, the actual convening date of the extraordinary general meeting of shareholders may be adjusted based on the approval progress of the stock exchanges where the Company's shares are listed (if applicable).

Convening of the General Meeting of Shareholders

Unless otherwise stipulated in the Articles of Association, the general meeting of shareholders shall be convened by the Board of Directors. With the consent of more than half of independent non-executive directors, an extraordinary general meeting of shareholders may be convened upon proposal by independent non-executive directors to the Board. Concerning the proposal of convening an extraordinary general meeting of shareholders requested by the independent non-executive directors, the Board shall, in accordance with the requirements of the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting of shareholders within 10 days upon receipt of the proposal. Where the Board of Directors agrees to convene an extraordinary general meeting of shareholders, the Board shall, within five days after the Board resolution is made, issue a notice calling for the meeting. Where the Board of Directors does not agree to convene such meeting, the reasons shall be stated and announced. Where there are other provisions of the securities regulatory authority of Hong Kong, such provisions shall prevail.

The Audit Committee shall be entitled to make a proposal in writing to the Board on convening an extraordinary general meeting of shareholders. The Board shall, in accordance with the law, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting of shareholders within 10 days upon receipt of the proposal. Where the Board agrees to convene the extraordinary general meeting of shareholders, it shall serve a notice of convening the general meeting of shareholders within 5 days after the date of the resolution of the Board. Any change made to the original proposal in the notice shall be agreed by the Audit Committee. Where the

Board disagrees to convene such a meeting, or fails to reply within 10 days upon receipt of the proposal, it shall be deemed that the Board cannot or does not perform its duty of convening the general meeting of shareholders, and the Audit Committee may convene and preside over it by itself.

Shareholders individually or jointly holding more than 10% of the total issued share capital of the Company (excluding the Company's treasury shares) shall have the right to request the Board to convene an extraordinary general meeting of shareholders, and shall make such request to the Board in writing. The Board shall, pursuant to relevant laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, give a written reply on whether to convene the meeting or not within 10 days after receipt of the request. Where the Board agrees to convene the extraordinary general meeting of shareholders, it shall issue a notice of convening the general meeting of shareholders within 5 days after the date of the resolution of the Board. Any change made to the original request in the notice shall be agreed by the relevant shareholders. Where the Board disagrees to convene the extraordinary general meeting of shareholders or does not reply within 10 days upon receipt of the request, shareholders individually or collectively holding more than 10% of the total issued share capital of the Company (excluding the Company's treasury shares) are entitled to request the Audit Committee in writing to convene an extraordinary general meeting of shareholders. Where the Audit Committee agrees to convene the extraordinary general meeting of shareholders, it shall issue a notice of convening the general meeting of shareholders within 5 days upon receiving the request. Any change made to the original proposal in the notice shall be agreed by the relevant Shareholders. Where the Audit Committee fails to issue a notice of general meeting of shareholders within the prescribed time limit, it shall be deemed that the Audit Committee does not convene and preside over the general meeting of shareholders, and Shareholders holding individually or in aggregate more than 10% of the total issued share capital of the Company (excluding the Company's treasury shares) for more than 90 consecutive days can convene and preside over the general meeting of shareholders by themselves.

Where the Audit Committee or shareholders decide to convene a general meeting of shareholders by themselves, they shall take corresponding actions in accordance with the requirements and provisions of the Hong Kong listing regulatory rules. Before the announcement of the resolution of the general meeting of shareholders is made, the shareholders convening the meeting shall hold not less than 10% of the shares. The Audit Committee or the shareholders convening the meeting shall take corresponding actions in accordance with the requirements and provisions of the Hong Kong listing regulatory rules when issuing the notice of the general meeting of shareholders and the announcement of the resolutions of the general meeting of shareholders.

For a general meeting of shareholders convened by the Audit Committee or shareholders by themselves, the Board and the Secretary of the Board shall cooperate and provide necessary support. Where the Audit Committee or shareholders convene a general meeting of shareholders on their own, the expenses necessary for the meeting shall be borne by the Company.

Proposals and Notices of the General Meetings of Shareholders

The contents of the proposals to be raised shall be within the terms of reference of the general meeting of shareholders. It shall have definite topics to discuss and specific matters to resolve, and shall be in compliance with relevant requirements of the laws, administrative regulations, the Hong Kong Listing Rules, and the Articles of Association.

When the Company intends to convene a general meeting of shareholders, the Board of Directors, the Audit Committee, and the shareholder(s) individually or jointly holding more than 1% of the Company's shares shall have the right to make proposals to the Company.

The shareholders individually or jointly holding more than 1% of the Company's shares may raise ad hoc proposals and submit them to the convenor before the deadline as required under the Hong Kong Listing Rules prior to the general meeting of shareholders. The convener shall, in accordance with the provisions of the Hong Kong Listing Rules, issue a supplementary notice of the general meeting of shareholders upon receipt of the proposal, informing the content of the interim proposal and submit the interim proposal to the general meeting of shareholders for deliberation. Provided that this shall not apply if the interim proposal violates the provisions of laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, or falls outside the scope of the functions and powers of the general meeting of shareholders.

Except as provided in the preceding paragraph, the convenor, after issuing the notice of the general meeting of shareholders, shall neither modify the proposals stated in the notice of general meetings of shareholders nor add new proposals. The general meeting of shareholders shall not vote or pass resolutions on proposals not listed in the notice of the general meeting of shareholders or those not in conformity with the preceding Article of the Articles of Association.

The convener shall give all shareholders written notice (including announcement) 21 days before the annual general meeting of shareholders is held, and 15 days before the extraordinary general meeting of shareholders is held.

A notice of general meeting of shareholders includes the following:

(i) the time, venue, duration and form of the meeting (in-person meeting, virtual meeting or hybrid meeting);

(ii) the matters and proposals to be considered at the meeting, with an indication of an ordinary resolution or a special resolution for each resolution;

(iii) a conspicuous statement that all shareholders are entitled to attend the general meeting of shareholders and may appoint in writing proxies to attend and vote at the meeting on his/her behalf and such proxies need not be shareholders of the Company;

(iv) the date of equity registration for shareholders who are entitled to attend the general meeting of shareholders;

(v) the names and telephone numbers of the permanent contact persons for the matters of the general meeting of shareholders;

(vi) the time and procedure for online voting or other means of voting at the meeting;

(vii) other matters as stipulated by the laws, administrative regulations, normative documents and the Hong Kong Listing Rules.

Full and complete disclosure of the particulars of all proposals and all information or explanations necessary to enable shareholders to make reasonable judgements on the matters to be discussed shall be made in the notice of a general meeting of shareholders and supplementary notice. If the matters to be discussed require the opinion of the independent non-executive directors, such opinion and the reasons therefor shall be disclosed at the same time when the notice of the general meeting of shareholders or supplementary notice is issued.

Holding of General Meeting of Shareholders

All shareholders or their proxies registered in the register on the record date are entitled to attend the general meeting of shareholders and exercise voting rights in accordance with relevant laws, regulations, and the Articles of Association. A shareholder may attend the general meeting of shareholders in person or appoint a proxy to attend and vote on his/her/its behalf. The proxy need not be a shareholder of the Company.

An individual shareholder attending the meeting in person shall present his/her identity card or other valid documents or certificates that can indicate his/her identity; a proxy attending the meeting on behalf of others shall present his/her own valid identity documents and the power of attorney from the shareholder.

A corporate shareholder or other institutional shareholder shall be represented by its legal representative (person-in-charge)/executive partner or a proxy entrusted by the legal representative (person-in-charge)/executive partner. If the legal representative (person-in-charge)/executive partner attends the meeting, he/she shall present his/her identity card and valid proof of his/her status as legal representative (person-in-charge)/executive partner; if a proxy attends the meeting, the proxy shall present his/her identity card and a written power of attorney lawfully issued by the legal representative (person-in-charge)/executive partner of the corporate shareholder or institutional shareholder (except where the shareholder is a recognized clearing house as defined in relevant laws and regulations effective from time to time in Hong Kong or the securities regulatory rules of the places where the Company's shares are listed, or its agent). if corporate shareholder has already appointed a representative to attend the meeting, it shall be deemed to be attending in person.

Any shareholder entitled to attend and vote at a general meeting of shareholders is entitled to appoint one or more persons (who need not be a shareholder) as his/her proxy to attend and vote on his/her behalf. The shareholder proxy may exercise the following rights according to the authorization of the shareholder:

(i) To speak in the general meeting of shareholders on behalf of the shareholder;

(ii) To request the casting of ballots by himself or jointly with others;

(iii) To exercise the voting right by show of hands or by ballot unless otherwise provided in relevant laws and regulations, regulatory documents, regulations of the Hong Kong securities and regulatory authorities and the Hong Kong Listing Rules; if more than one proxies are appointed, the shareholder proxies shall vote by ballot only.

A power of attorney issued by a shareholder for appointing another person to attend the general meeting of shareholders shall specify the following:

(i) The name of the principal and the class and quantity of the Company's shares held;

(ii) The name of the proxy;

(iii) Specific instructions of the shareholder, including instructions to vote in favour of, against, or abstain from voting on each review matter included in the agenda of the general meeting of shareholders;

(iv) The date of issuance and the validity period of the power of attorney;

(v) Signature (or seal) of the principal. If the principal is a corporate shareholder, it shall be affixed with the seal of the corporate entity;

(vi) Other matters required to be specified by the listing regulatory rules of the places where the Company's shares are listed.

The power of attorney should state whether the shareholder proxies may vote at their discretion if no specific instructions are given by the shareholder.

If the shareholder is a recognized clearing house as defined in the Securities and Futures Ordinance or relevant ordinances effective from time to time in Hong Kong or its proxy, it may appoint one or more persons deemed appropriate to be its proxy in any general meeting of shareholders. However, if more than one person are authorized, the letter of authority shall specify the number and type of shares of each of those persons covered by this authorization. The persons so authorized may represent the recognized clearing house (or its agent) (without the need to present a certificate of shareholding, notarized power of attorney and/or further evidence of formal authorization), and shall be entitled with the same statutory rights as other shareholders, including the rights to speak and vote, as if the persons were the Company's individual shareholders.

The general meeting of shareholders shall be presided over by the Chairman of the Board. If the Chairman is unable or fails to perform his/her duties, it shall be presided over by a Director jointly recommended by more than half of the Directors. A general meeting of shareholders convened by the Audit Committee on its own 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/her duties, it shall be presided over by an Audit Committee member jointly recommended by more than half of the Audit Committee members. A general meeting of shareholders convened by shareholders on their own shall be presided over by the convener or a representative recommended by the convener. When convening a general meeting of shareholders, if the meeting chairperson violates the rules of procedure, making it impossible to continue the general meeting of shareholders, upon consent by shareholders holding more than half of the voting rights present at the general meeting of shareholders, the general meeting of shareholders may recommend one person to serve as the meeting chairperson and continue the meeting.

The Company shall formulate rules of procedure for the general meeting of shareholders, and specify in detail the convening and voting procedures of the general meeting of shareholders, including notification, registration, review of proposals, voting, vote counting, announcement of voting results, formation of meeting resolutions, meeting minutes and the execution thereof, announcements, etc., as well as the principles governing the authorization of powers by the general meeting of shareholders to the Board of Directors. The content of the authorization shall be clear and specific. The rules of procedure of the general meeting of shareholders shall be drafted by the Board of Directors and approved by the general meeting of shareholders, and is attached as an appendix to the Articles of Association.

Voting and Resolutions at General Meetings of Shareholders

Resolutions of the general meeting of shareholders consist of ordinary resolutions and special resolutions. An ordinary resolution made by the general meeting of shareholders shall be passed by more than half of the voting rights (excluding treasury shares) held by shareholders (including proxies) present at the general meeting of shareholders. A special resolution made by the general meeting of shareholders shall be passed by more than two-thirds of the voting rights (excluding treasury shares) held by shareholders (including proxies) present at the general meeting of shareholders.

The following matters shall be passed by special resolutions of the general meeting of shareholders:

(i) Increase or reduction of the Company's registered capital, issuance of any class of shares, options and other similar types of securities;

(ii) Issuance of corporate bonds;

(iii) Spin-off, merger, division, dissolution and liquidation of the Company;

(iv) Amendments to the Articles of Association;

(v) Purchase and disposal of major assets by the Company within one year, or a guarantee amount exceeding 30% of the latest audited total assets of the Company;

(vi) Any guarantees provided after the total amount of external guarantees provided by the Company has reached or exceeded 30% of the latest audited total assets;

(vii) Equity incentive schemes;

(viii) Change of the form of the Company;

(ix) Other matters which are required to be passed by special resolution under laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed, or the Articles of Association, and the matters which are supposed to have a significant impact on the Company if they are passed by ordinary resolution at a general meeting of shareholders.

The following matters shall be passed by ordinary resolutions of the general meeting of shareholders:

(i) Work report of the Board of Directors;

(ii) Profit distribution plan and loss recovery plan formulated by the Board of Directors;

(iii) Election and replacement of Directors, and matters related to their remuneration;

(iv) The Company's annual report;

(v) Engagement and remuneration of accounting firm or determination of its remuneration;

(vi) Matters other than those that are required to be passed by special resolution as stipulated by laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed, or the Articles of Association.

Shareholders (including proxies) exercise their voting rights based on the number of voting shares they represent. Each share carries one vote. When voting by ballot, shareholders (including shareholder proxies) who have two voting rights or more need not cast all the voting rights in favour or against a matter. Shares of the Company held by the Company itself carry no voting rights, and such shares shall not be included in the total number of voting shares present at the general meeting of shareholders.

Where any shareholder is, under the Hong Kong Listing Rules, required to waive his/her voting rights on a resolution or restricted to voting only for or against a resolution, he/she shall waive his/her voting rights or not cast his/her votes in compliance with such requirement, and any vote cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted in the voting results.

When the general meeting of shareholders considers major issues that affect the interests of small and medium investors, the votes of small and medium investors shall be disclosed publicly in a timely manner in accordance with relevant laws and regulations and the Hong Kong Listing Rules.

If the purchase of the voting shares of the Company by a shareholder violates 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 within thirty-six (36) months after purchase, and such shares shall not be counted in the total number of voting shares of the shareholders present at the general meeting of shareholders.

The Company's Board of Directors, independent non-executive directors, shareholders holding 1% or more of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed, or CSRC regulations may publicly solicit voting rights from shareholders. When soliciting voting rights from shareholders, information including the specific voting intention shall be fully disclosed to the solicited parties. Solicitation of shareholders' voting rights for valuable consideration or in any disguised form is prohibited. Except as stipulated by law, the Company shall not impose minimum shareholding ratio restrictions on the solicitation of voting rights.

When the general meeting of shareholders deliberates on matters concerning connected transactions, connected shareholders and their close associates (as defined in the Hong Kong Listing Rules) shall not participate in the voting. The number of voting shares they represent shall not be included in the total number of valid votes. The resolution of the general meeting of shareholders shall disclose the votes of non-connected shareholders.

The name list of candidates for the office of directors shall be submitted by way of proposal to the general meeting of shareholders for voting. When the general meeting of shareholders votes on the election of two or more directors, a cumulative voting system shall be adopted. Where directors are elected by cumulative voting at the general meeting of shareholders, independent non-executive directors and other directors shall be voted separately. The cumulative voting system referred to in the preceding paragraph refers to the fact that when directors are elected at the general meeting of shareholders, each share shall have the same number of voting rights as the number of directors to be elected, and the voting rights held by a shareholder can be collectively exercised. Directors to be elected shall be determined in descending order of the number of votes received, up to the number of directors to be elected.

Save under the cumulative voting system, the general meeting of shareholders shall vote on all proposals one by one. If there are different proposals on the same matter, they shall be voted on in the order of submission of the proposals. Except for the suspension of the general meeting of shareholders or the inability to make resolutions due to special reasons such as force majeure, the general meeting of shareholders shall not shelve or refrain from voting on proposals.

An in-person general meeting of shareholders shall not end earlier than that of the meetings conducted via electronic means or in any other manner. The chairperson of the meeting shall announce the details and results of the voting on each proposal, and declare whether a proposal is passed based on the voting results. Before the formal announcement of the voting results, the Company, vote counters, vote scrutineers, major shareholders, network service providers, and other relevant parties involved in the in-person, online and other voting methods of the general meeting of shareholders shall be obliged to keep the voting details confidential.

Shareholders present at a general meeting of shareholders shall express one of the following opinions on a proposal submitted for voting: being in favour of, being against or abstaining from voting, unless the securities registration and settlement institution, as the nominal holders of shares that can be traded through Mainland-Hong Kong Stock Connect, makes a declaration according to the intentions of the de facto holders. Uncompleted paper ballots, wrongly completed paper ballots, paper ballots with illegible characters and uncast paper ballots shall be deemed as voters abstaining from their voting rights. The voting results of the shares they hold shall be counted as "abstained". If the Hong Kong Listing Rules require any shareholder to abstain from voting on a resolution, or restrict any shareholder to vote only for or only against a resolution, any votes cast by or on behalf of such shareholder in contravention of such requirements or restrictions shall not be counted.

BOARD OF DIRECTORS

Directors

Directors of the Company comprise executive directors, non-executive directors and independent non-executive directors. A director of the Company shall be a natural person. The following persons shall not assume the roles of directors:

(I) he/she does not possess civil capacity or possesses limited civil capacity;

(II) he/she has been sentenced to criminal punishment due to corruption, bribery, embezzlement of property, misappropriation of property or disrupting the order of societal economy, and less than five years have elapsed since the punishment is fully executed; or has been deprived of political rights due to any criminal offences and less than five years have elapsed since the punishment is fully executed or the sentence has been suspended and less than two years have elapsed since the date of expiration of the probation period;

(III) he/she was a former director, factory manager or general manager of a company or an enterprise which has been bankrupt and liquidated and was personally liable for the bankruptcy of such company or enterprise within a period of three years after the date of completion of the bankruptcy or liquidation of such company or enterprise;

(IV) he/she was a former legal representative of a company or an enterprise whose business license was revoked or which was ordered to close down as a result of violation of law and was personally liable for such revocation within a period of three years after the date of the revocation of said business license or the date of being ordered to close down;

(V) he/she has been listed by the people's court as a dishonest judgment debtor due to a relatively substantial amount of debts which have become overdue and outstanding;

(VI) he/she is subject to the punishment of the CSRC, prohibiting them from entering into the securities market for a period which has not yet expired;

(VII) he/she was subject to administrative penalty by the CSRC within the last three years;

(VIII) he/she was subject to the public censure or, for three times or more, announced criticism by the Stock Exchanges within the past three years;

(IX) he/she was publicly deemed by a stock exchange as unsuitable to serve as a director of a listed company;

(X) he/she is unable to ensure sufficient time and commitment on the affairs of the Company during the terms of office in order to earnestly perform all the duties as a director;

(XI) other matters stipulated by laws, administrative regulations or departmental rules or securities regulatory rules of the place where shares of the Company are listed.

Where the Company elects and appoints a director in violation of the foregoing requirements in this Article, such election, appointment or employment shall be null and void. A director to which any of the above circumstances applies during his/her term of office shall be released of his/her duties by the Company.

Directors shall be elected or replaced at a general meeting of shareholders, and any director (including an executive director) may be removed from office prior to the expiry of his/her tenure by way of an ordinary resolution passed at a general meeting of shareholders. Such removal shall not prejudice the director's claim for damages under any contract. The term of office of a director shall be three years. Upon expiry of the term of office of a director, a director may be re-elected and re-appointed in accordance with the provisions of the securities regulations and rules of the places where the Company's shares are listed. However, an independent non-executive Director shall not serve more than nine years consecutively. A director, before his/her term of office is expired, shall not be removed by the general meeting of shareholders without cause.

The term of a director shall last from the date of his/her appointment till the date of expiration of the current session of the Board. Where a re-election fails to be carried out in a timely manner upon the expiry of the term of office of a director, the said director shall continue to perform the duties as a director in accordance with the laws, administrative regulations, departmental rules, the securities regulations and rules of the places where the Company's shares are listed and the Articles of Association until the newly elected director assumes his/her office.

A director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office for a term commencing from the date of his/her appointment until the first annual general meeting of shareholders after his/her appointment, and shall then be eligible for re-election and re-appointment.

The general manager or other senior management may concurrently serve as a director, provided that the aggregate number of the directors who concurrently serve as the general manager or other senior management, shall not exceed 1/2 of all the directors of the Company.

Where the Company has three hundred or more employees, employee representative(s) shall be included among the members of the Board.

The independent non-executive directors should represent at least one-third of members of the Board. At least one of the Company's independent non-executive directors has appropriate accounting or related financial management expertise. Independent non-executive directors must be independent, and shall not have any relationship with the Company or its substantial shareholders which could interfere with the exercise of their independent and objective judgment. Independent non-executive directors shall be equipped with adequate business or professional experience for competency, honestly fulfil their duties, and protect the interests of the Company, in particular the legitimate rights and interests of public shareholders, to ensure the sufficient representation of the interests of all shareholders. At least one independent non-executive director shall reside in Hong Kong on a regular basis. The qualifications, procedure of nomination and election, term of office, resignation and powers and functions of independent non-executive directors shall be as specified by the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and other applicable securities regulatory rules of the place where the Company's Shares are listed. Unless otherwise stipulated herein, the provisions of the Articles of Association relating to the qualifications and duties of directors shall apply to independent non-executive directors. Matters relating to independent non-executive directors shall be handled in accordance with applicable laws, administrative regulations and the relevant provisions of the competent regulatory authorities and stock exchanges, and shall be further specified in the Company's working rules for independent non-executive directors.

Board of Directors

The Company shall have a Board of Directors, which is accountable to the general meeting of shareholders. The Board shall comprise 9 directors, and shall have 1 chairman and 3 independent non-executive directors. The Company's Board of Directors shall include one employee representative director. The composition and number of the Board of Directors shall comply with the provisions of the securities regulatory rules of the place where the Company's shares are listed.

The Board of Directors shall exercise the following powers:

(I) convene general meetings of shareholders and report to it;

(II) implement resolutions of the general meeting of shareholders;

(III) determine the Company's business plans and investment proposals;

(IV) decide the Company's plans on annual financial budgets and final accounts;

(V) formulate the Company's profit-distribution and loss-recovery plans;

(VI) formulate plans for increasing or reducing the registered capital, issuing bonds or other securities, and listing of the Company;

(VII) formulate plans for any substantial acquisition by the Company, repurchase of Shares or merger, division, dissolution and change in form of the Company;

(VIII) decide on external investments, acquisitions or disposals of assets, asset mortgages, external guarantees, entrusted wealth management, connected transactions, external donations and other matters as required to be decided by the Board of Directors under the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, or within the scope of authorization granted by the general meeting of shareholders;

(IX) determine the establishment of the Company's internal management structures;

(X) appoint or dismiss the general manager and determine their remuneration, rewards and penalties; and, upon nomination by the general manager, appoint or dismiss other senior management personnel of the Company, apart from the general manager, and determine their remuneration, rewards and penalties;

(XI) formulate the Company's basic management systems;

(XII) prepare amendments to the Articles of Association;

(XIII) manage information disclosure of the Company;

(XIV) propose to the general meeting of shareholders the appointment or replacement of the accounting firm that audits the Company;

(XV) receive reports from the general manager and review his/her performance;

(XVI) develop and review the Company's policies and practices on corporate governance and considering recommendations addressed to the Board;

(XVII) review and monitor the training and continuous professional development of the Directors and senior management;

(XVIII) review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

(XIX) develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;

(XX) review the Company's compliance with the Corporate Governance Code and disclosure in this Corporate Governance Report; and

(XXI) exercise any other powers conferred by applicable laws, administrative regulations, departmental rules, Hong Kong Listing Rules or the Articles of Association.

Matters beyond the scope of authorization of the general meeting of shareholders shall be submitted to the general meeting of shareholders for consideration.

The chairman of the Board shall be elected by a majority of all directors. The chairman shall exercise the following powers:

(I) preside over the general meeting of shareholders and to convene and preside over the meetings of the Board;

(II) oversee and check the implementation of resolutions of the Board of Directors;

(III) exercise any other powers conferred by applicable laws, administrative regulations, departmental rules, Hong Kong Listing Rules, the Articles of Association, or the Board.

If the chairman is unable or fails to perform his/her duties, a director jointly elected by at least one-half of the directors shall perform such duties.

The Board meetings shall be in the form of either regular meetings or extraordinary meetings. The Board shall convene regular board meetings at least four times each year, approximately quarterly. The meeting shall be convened by the chairman and all the directors shall be notified in writing 14 days prior to the meeting. Shareholders representing more than one tenth of the voting rights, or more than one third of the Board or audit committee, may propose to convene an extraordinary meeting of the Board. The chairman shall convene and preside over the meeting of the Board within 10 days after receiving the proposal.

The Board meetings shall be held only if one-half or more of the directors are present. When voting on the resolutions of the Board, each director shall have one vote. Any resolution to be passed by the Board shall be subject to affirmative votes of more than half of all the directors.

Resolutions of the Board shall be voted by way of casting written votes or a show of hands.

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. An independent non-executive director shall not appoint a non-independent non-executive director as his/her proxy to attend a meeting. 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. Where voting matters are involved, the appointor shall clearly state in the proxy form whether they agree, disagree or abstain on each matter. Directors shall not make or accept powers of attorney that do not indicate voting intentions, general proxies, or proxies with unclear authorization scopes. Directors' responsibilities for voting matters are not exempted by appointing other directors as proxies. Directors attending meetings on behalf of others shall exercise their rights as directors within the scope of their authorization. If a director is unable to attend a Board meeting in person and has not appointed a representative to attend the meeting, the same shall be deemed to be a waiver of the voting right at such meeting.

Special Committees under the Board

The Board of Directors shall establish an audit committee, a nomination committee, a remuneration committee and a strategy committee. The special committees are accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and authorization of the Board of Directors, and the proposals of the special committees shall be submitted to the Board of Directors for consideration and decision. The audit committee shall exercise the powers and functions of a Board of Supervisors as prescribed by the Company Law.

All members of the special committees under the Board shall be directors. Each committee shall consist of an odd number of members, which shall not be fewer than three. The chairmen of the specialized committees shall be appointed and removed by the Board of Directors. The audit committee shall comprise three or more members, all of whom shall be non-executive directors. A majority of the members shall not hold any position in the Company other than that of a director, and shall not have any relationship with the Company that might affect their independent and objective judgment. At least one member shall be an independent non-executive director with appropriate professional qualifications as stipulated in the Hong Kong Listing Rules, or with appropriate accounting or relevant financial management expertise, and such independent non-executive director shall serve as the chairman. For the nomination committee and the remuneration committee, independent non-executive directors shall constitute more than one half of the members. Each such committee shall have a convener, who shall serve as its chairman and must be an independent non-executive director. The strategy committee shall include at least one independent non-executive director, and shall have a convener, who shall serve as its chairman. The chairman shall be elected from among the committee members.

The Board of Directors is responsible for formulating the rules of procedure of the special committees and stipulating the composition, functions and procedures of the special committees, thereby regulating their operations.

GENERAL MANAGER AND OTHER SENIOR MANAGEMENT PERSONNEL

The Company shall have one general manager and several deputy general managers. The general manager, deputy general managers, the secretary of the Board of Directors, and the chief financial officer (CFO) constitute senior management personnel of the Company. The CFO is specifically in charge of the Company's financial affairs. The appointment and dismissal of the Company's senior management personnel are determined by the Board of Directors.

The circumstances outlined in these Articles of Association that disqualify an individual from serving as a director shall equally apply to senior management personnel. The provisions of these Articles of Association regarding the directors' duty of loyalty and duty of diligence shall apply equally to senior management personnel.

No person holding a position (other than as a director) in an entity of the Company's controlling shareholder or de facto controller may serve as senior management personnel of the Company.

The term of office for the Company's senior management personnel shall be three years for each tenure. They may be reappointed upon the expiration of their term.

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

(i) To be in charge of the production, operation and management of the Company, to organize the implementation of the resolutions of the Board of Directors, and to report on his or her work to the Board of Directors;

(ii) To organize the implementation of the Company's annual business plan and investment scheme;

(iii) To formulate proposals for the establishment of the Company's internal management organs and branch offices;

(iv) To formulate the fundamental management system of the Company;

(v) To formulate and oversee the implementation of the Company's specific rules and regulations;

(vi) To propose to the Board of Directors the appointment or dismissal of the other senior management personnel of the Company;

(vii) To decide on the appointment or dismissal of management personnel other than those required to be appointed or dismissed by the Board of Directors;

(viii) To decide on the appointment and dismissal of the employees of the Company;

(ix) Other authority conferred by these Articles of Association or delegated by the board of directors.

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

The Company shall have a secretary of the Board of Directors, who shall be responsible for preparing general meetings of shareholders and board meetings, maintaining relevant documents, managing shareholder information of the Company, handling information disclosure matters, and other related affairs. The Secretary of the Board of Directors shall comply with all applicable laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, and the relevant provisions of these Articles of Association.

The senior management personnel shall be liable to compensate the Company for any losses caused to the Company as a result of his or her violation of any applicable law, administrative regulation, departmental rule, the Hong Kong Listing Rules, or these Articles of Association in the performance of his or her duties. The senior management personnel of the Company shall faithfully perform his or her duties and safeguard the best interests of the Company and all its shareholders. If the senior management personnel of the Company fails to faithfully perform his or her duties or breaches the duty of loyalty, thereby causing damage to the interests of the Company and its public shareholders, such personnel shall be liable for compensation in accordance with the law.

FINANCIAL AND ACCOUNTING SYSTEMS, DISTRIBUTION OF PROFITS, AND AUDITS

Financial and Accounting Systems

The Company shall establish its financial and accounting systems in accordance with applicable laws, administrative regulations, and the rules issued by the relevant state departments. If the Hong Kong Listing Rules or the securities regulatory authority of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

The Company shall prepare its financial accounting reports at the end of each fiscal year and have them audited by an accounting firm in accordance with the law. The financial accounting reports shall be prepared in accordance with the relevant laws, administrative regulations, departmental rules, and the Hong Kong Listing Rules.

The Company shall submit, disclose and/or present to its shareholders documents including annual reports, interim reports, and preliminary results announcements, in accordance with the laws, administrative regulations, the provisions of the CSRC, the Hong Kong Listing Rules, and the securities regulatory rules of the place where the Company's shares are listed.

The Company shall not maintain account books other than the statutory account books. The assets of the Company shall not be deposited into an account established in the name of any individual.

Profit distribution

In distributing the after-tax profit of the current year, the Company shall allocate 10% of the profit to its statutory reserve fund. However, if the cumulative amount of the statutory reserve fund exceeds 50% of the Company's registered capital, no further appropriations are required. If the statutory reserve fund is insufficient to cover prior years' losses, such losses shall be compensated out of the current year's profits before making the allocation to the statutory reserve fund required by the preceding paragraph. Following the allocation of the statutory reserve fund from after-tax profits, the Company may appropriate a discretionary reserve fund from the after-tax profits upon a resolution of the general meeting of shareholders.

After the Company has compensated its losses and appropriated the reserve fund, the balance of its after-tax profits shall be distributed to the shareholders in proportion to their shareholdings, unless otherwise provided in these Articles of Association. If the general meeting of shareholders violates the preceding paragraph for profit distribution to shareholders before the Company has covered its losses and appropriated the statutory reserve fund, the shareholders shall return the profits distributed in violation of the provisions to the Company. If such distribution causes losses to the Company, the shareholders concerned, as well as the responsible directors and senior management personnel, shall be liable for compensation. Shares of the Company held by the Company itself shall not participate in the distribution of profits.

The basic principles of the Company's profit distribution policy are as follows: the profit distribution of the Company places emphasis on providing investors with reasonable investment returns. The profit distribution policy strives to maintain consistency and stability, and at the same time takes into account the Company's long-term interests, the overall interests of all shareholders, and the Company's sustainable development.

All dividends and other distributions shall be denominated and declared in Renminbi, and shall be paid in Renminbi to holders of shares other than H-shares. Dividends and other distributions to holders of H shares shall be denominated and declared in Renminbi and paid in Hong Kong Dollars, with payments to the latter being processed in accordance with the applicable national foreign exchange control regulations.

Internal Audit

The Company shall establish an internal audit system and appoint full-time auditors to oversee its financial revenues, expenditures, and economic activities through internal audits.

The internal audit system and the responsibilities of the auditors shall be implemented upon approval by the Board of Directors. The chief auditor shall be accountable to and report directly to the Board of Directors.

Employment of an Accounting Firm

The Company shall appoint an accounting firm that is qualified under applicable laws, regulations, and the Hong Kong Listing Rules to audit its financial statements, verify its net assets, and provide other relevant consultancy services. The term of the appointment shall be one year and may be renewed.

The appointment, dismissal, or non-renewal of the accounting firm engaged to perform the Company's audit services shall be determined by the general meeting of shareholders.

The Company guarantees to provide the engaged accounting firm with true and complete accounting vouchers, accounting books, financial accounting reports, and other relevant accounting materials. The Company shall not refuse, conceal, or falsify any such information.

The remuneration of the accounting firm, or the method for determining such remuneration, shall be determined by the general meeting of shareholders.

In the event of the dismissal or non-renewal of the appointment of the accounting firm, the Company shall notify such accounting firm thirty days in advance. The accounting firm shall be entitled to state its opinions at the general meeting of shareholders convened to vote on such dismissal.

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

Merger, Division, Capital Increase and Capital Reduction

The Company's merger may take place in the form of merger by absorption or new merger. The absorption by one company of one or more other companies shall be merger by absorption, in which case the absorbed company or companies shall be dissolved. The merger of two or more companies and establishment of a new company shall be merger by new establishment, in which case the parties to the merger shall be dissolved.

As far as mergers are concerned, parties to the merger shall sign a merger agreement, and prepare the balance sheet and a list of property. The Company shall notify its creditors within ten days, and make an announcement on the merger on the publicly circulated newspapers or the National Enterprise Credit Information Publicity System within thirty days, from the date of passage of the resolution on the merger. Creditors may, within thirty days upon receipt of the notification, or for creditors who have not received such notification, within forty-five days after the date of announcement, request the Company to make repayments or provide corresponding guarantees in respect of its indebtedness. When the Company reduces its registered capital, it shall reduce the number of shares in proportion to the shareholders' shareholdings, unless otherwise stipulated in the laws or the Articles of Association. The registered capital of the Company after the capital reduction will not be lower than the statutory minimum requirement.

In the case that merger or division of the Company results in any changes in registered particulars, modifications of registration shall be completed with the company registration authority according to law; in the case of dissolution, the deregistration shall be made according to law; in the case of the establishment of a new company, the registration of incorporation shall be made according to law.

In the case that the Company increases or reduces its registered capital, modifications of registration shall be completed with the company registration authority according to law.

Dissolution and Liquidation

The Company will be dissolved if:

(i) other dissolution reasons as stipulated in the Articles of Association arise;

(ii) a resolution on dissolution has been passed at a general meeting of shareholders;

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

(iv) the Company's business license is revoked, or the Company is ordered to close or canceled according to law;

(v) a shareholder who holds more than ten percent of the voting rights may petition the people's court to dissolve the Company on the basis that there are serious difficulties in the operation and management of the Company whose subsistence will significantly jeopardize the shareholders' interests and that such difficulties cannot be resolved by any other means.

If the Company encounters the cause of dissolution as stipulated in the preceding paragraph, it shall announce the reasons of dissolution through the National Enterprise Credit Information Publicity System within ten days.

The Company may survive by amending its Articles of Association in the case of the preceding item (i). Amendments to the Articles of Association made in accordance with the provisions of the preceding paragraph shall be approved by more than 2/3 of the voting rights held by the shareholders attending the general meeting of shareholders.

If the Company is dissolved under items (i), (ii), (iv) and (v) above, a liquidation committee shall be set up to start liquidation within 15 days from the date of occurrence of the cause for dissolution. The liquidation committee shall consist of Directors, unless otherwise provided in the Articles of Association or resolved otherwise by the general meeting of shareholders to elect another person. If the liquidation obligors fail to fulfill their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.

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

(i) To sort out the Company's property and prepare the balance sheet and a list of property;

(ii) To notify the creditors by a notice or an announcement;

(iii) To deal with the outstanding business of the Company in connection with liquidation;

(iv) To pay all outstanding taxes and those arising in the course of the liquidation process;

(v) To settle all claims and debts;

(vi) To deal with the remaining assets after full payment of the Company's debts;

(vii) To participate in civil litigation on behalf of the Company.

The liquidation committee shall notify its creditors within ten days, and make an announcement on the publicly circulated newspapers or the National Enterprise Credit Information Publicity System within sixty days, from the date of its setup. Creditors shall, within thirty days since the date of receiving the notice, or for creditors who do not receive the notice, within forty-five days since the date of the announcement, report their creditors' rights to the liquidation committee.

When reporting creditors' rights, the creditors shall provide an explanation of matters relevant to the creditor's rights and provide the supporting evidence. The liquidation committee shall register the creditors' rights. In the course of reporting the creditors' rights, the liquidation committee shall not discharge the debts to creditors.

After the liquidation committee has thoroughly examined the Company's assets and prepared a balance sheet and list of property, it shall formulate a liquidation plan and submit such plan to the general meeting of shareholders or the people's court for confirmation. The Company's remaining assets after payment of liquidation expenses, staff's wages, social insurance expenses and statutory compensation, outstanding taxes and debts shall be distributed in proportion to their shareholding.

During the liquidation period, the Company still exists but shall not carry out any business activities not related to liquidation. The property of the Company shall not be distributed among the shareholders before the completion of the payment as provided for in the preceding article.

If the liquidation committee, having thoroughly examined the Company's property and prepared a balance sheet and schedule of assets, discovers that the Company's property is insufficient to pay its debts in full, it shall immediately apply to the People's Court for bankruptcy liquidation. After the people's court accepts the bankruptcy application, the liquidation committee shall hand over the liquidation affairs to the bankruptcy administrator appointed by the people's court.

After the liquidation of the Company is completed, the liquidation committee shall prepare a liquidation report and submit the report to the general meeting of shareholders or the people's court for confirmation, and shall submit the same to the company registration authority to apply for the deregistration of the Company, and announce the termination of the Company.

In the event that the Company is legally declared insolvent, insolvent liquidation shall be carried out pursuant to the relevant regulations on enterprise insolvency.

AMENDMENT TO THE ARTICLES OF ASSOCIATION

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

(i) After the amendment of the Company Law, Hong Kong Listing Rules, or relevant laws and administrative regulations, the matters stipulated in the Articles of Association conflict with the provisions of the amended laws, administrative regulations or listing rules of the stock exchange where the Company's share are listed;

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

(iii) The general meeting of shareholders decides to amend the Articles Association.

Where any amendments to the Articles of Association passed by resolutions at the general meeting of shareholders are subject to review and approval by the competent authorities, they shall be submitted to the competent authorities for approval. Where the company registration matters are involved, the change registration shall be completed according to law. The Board shall amend the Articles of Association in accordance with the resolutions of the general meeting of shareholders in respect of amendment to the Articles of Association, and the approval of relevant competent authorities. Following the amendment to the Articles of Association, the Board shall promptly designate specific personnel to complete the filing procedures with the company registration authority.

Where the matters concerning the amendment to the Articles of Association fall within the scope of information disclosure required by laws and regulations, an announcement shall be made in accordance with relevant provisions.