This appendix primarily provides investors with the overview of the Articles of Association (draft) adopted in July 2025, which shall become effective on the date of the Company's **[REDACTED]** of H shares and **[REDACTED]** on the Stock Exchange. As the following information is a summary, it does not contain all information that may be material to investors.

SHARES

Issuance of Shares

The capital of the Company shall be divided into shares. The shares of the Company shall take the form of share certificates. The share certificates of the Company shall be in registered form.

The shares of the Company shall be issued in a transparent, fair and equal manner, and each share shall rank pari passu with other shares of the same class. Shares of the same class issued at the same time shall be issued with the same conditions and price per share; any subscriber shall pay the same price per share for the subscription of shares.

All the shares issued by the Company are denominated in Renminbi. The total number of shares issued at the time of the establishment of the Company is 115,218,724 shares, with a par value of RMB1 per share.

The H Shares **[REDACTED]** by the Company shall be deposited centrally at **[REDACTED]**. The domestic unlisted shares issued by the Company shall be registered and deposited with the domestic securities depository and clearing institution in a centralized manner.

INCREASE, REDUCTION AND REPURCHASE OF SHARES

Increase and Reduction of Shares

The Company may, pursuant to a resolution passed by a shareholders' general meeting, adopt the following methods to increase its capital according to its operation and development needs and in compliance with the provisions of laws and regulations:

(i) issuance of shares to non-specific investors;

(ii) issuance of shares to specific investors;

(iii) distribution of bonus shares to existing shareholders;

(iv) conversion of the common reserve fund into additional share capital;

(v) other means as permitted by laws, administrative regulations and CSRC.

The Company may reduce its registered capital. If the Company reduces its registered capital, such reduction shall be made in accordance with the Company Law and other requirements, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the procedures stipulated in the Articles of Association.

Repurchase of Shares

The Company shall not acquire the shares of the Company. However, except under any of the following circumstances:

(i) reduction of the registered capital of the Company;

(ii) merging with other companies which are holding the shares of the Company;

(iii) when shares are used for employee stock ownership plan or equity incentives;

(iv) when dissenting shareholders who object to a resolution on the merger or division of the Company passed by a shareholders' general meeting request the Company to acquire their shares;

(v) when shares are used for the conversion of corporate bonds issued by the Company that are convertible into shares;

(vi) where it is necessary for the Company to maintain corporate value and shareholders' interests;

(vii) other circumstances as permitted by laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed, etc.

The Company may acquire its own shares through public and centralized transactions, or through other methods recognized by laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and CSRC (if needed). If the Company acquires its own shares under the circumstances specified in items (iii), (v) and (vi) above, it shall be conducted through public and centralized trading.

The Company's acquisition of its own shares under the circumstances stipulated in aforesaid items (i) or (ii) shall be subject to a resolution of the shareholders' general meeting. The Company's acquisition of its own shares due to the circumstances stipulated in aforesaid items (iii), (v) or (vi) shall be subject to the provisions of the Articles of Association or authorized by the shareholders' general meeting and approved by a resolution of a Board meeting attended by more than two-thirds of all directors.

After the Company has acquired its own shares in compliance with aforesaid requirements, if the acquisition is carried out under the circumstance stipulated in item (i), such shares so acquired shall be canceled within 10 days from the date of acquisition; if the acquisition is carried out under the circumstances stipulated in items (ii) or (iv), such shares so acquired shall be transferred or canceled within six months; if the acquisition is carried out under the circumstances stipulated in items (iii), (v) or (vi), the total number of the Company's shares held by the Company shall not exceed 10% of the total issued shares of the Company, and shall be transferred or canceled within three years.

If the relevant matters related to share repurchase are provided otherwise under the laws, regulations, normative documents and the securities regulatory rules of the place where the Company's shares are listed, such provisions shall prevail.

Transfer of Shares

Shares of the Company may be transferred in accordance with laws. Except for purchase and sale of shares during the trading hours on the Hong Kong Stock Exchange, transfer of all H shares shall be executed with a written instrument of transfer in a format accepted by the Board (including the standard transfer format or form of transfer specified by the Hong Kong Stock Exchange from time to time); the said instrument of transfer may only be signed by hand, or be stamped with the valid corporate seal (if the transferor or the transferee is a company). If the transferor or the transferee is a recognized clearing house or agent thereof as defined in the relevant provisions of Hong Kong laws effective from time to time, the instrument of transfer may be signed by hand or in machine printed form. All instruments of transfer shall be kept at the legal address of the Company or other place designated by the Board from time to time.

The Company does not accept its own shares as collateral of pledge.

Shares issued prior to the public offering of shares by the Company shall not be transferred within one year from the date on which the share certificates of the Company are listed and traded on the stock exchange.

The directors and senior management officers of the Company shall report to the Company on their holdings of the shares of the Company (including preferred shares) and changes thereof, and shall not transfer more than 25% of the total shares held by them of the same class in the Company per annum during their terms of office, which was determined when they took office; the shares of the Company held by them shall not be transferred within one year from the date on which the share certificate of the Company are listed and traded. The shares they held in the Company also cannot be transferred within half a year after such persons have left office.

Where the securities regulatory authorities in the place where the Company's shares are listed and relevant requirements contain any other provisions on the transfer restrictions of H shares, such provisions shall prevail.

The Company's shareholders, directors and senior management officers holding more than 5% of the Company's shares, who sell the Company's share certificates or other equity-based securities within six months after purchase, or buy back within six months after selling, all the gains generated shall belong to the Company, and the Board of the Company is responsible for recovering such gains. However, any securities company which holds more than 5% of the shares due to the purchase of remaining share certificates after underwriting, and other circumstances as prescribed by the CSRC, are exempted. ("**Paragraph 1 of Article 31 of the Articles of Association**")

Share certificates or other equity-based securities held by directors, senior management officers and natural person shareholders as mentioned in the preceding paragraph, include share certificates or other equity-based securities held by their spouses, parents or children, or through the accounts of others.

If the Board of the Company fails to execute the provisions as stated in Paragraph 1 of Article 31 of the Articles of Association, the shareholders shall have the right to require the Board to execute within 30 days. If the Board of the Company fails to execute such action within the aforesaid time limit, the shareholders shall have the right to directly initiate a lawsuit in the people's court in their own names for the benefit of the Company.

If the Board of the Company fails to execute the provisions as stated in Paragraph 1 of Article 31 of the Articles of Association, the responsible directors shall bear joint and several liabilities under the law.

SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETINGS

Shareholders

The Company shall make a register of members in accordance with evidentiary documents provided by the securities registration authorities, and such register of members shall be the sufficient evidence substantiating that the shareholders hold the shares of the Company. Shareholders enjoy rights and undertake obligations according to the class of shares they hold. Holders of the same class shall enjoy the same rights and bear the same obligations.

Any shareholder who is registered on, or any person who requests to have his/her name registered on the register of members may, if his/her share certificate is lost, apply to the Company for a replacement share certificate in respect of such shares. Holders of domestic shares who have lost their share certificates and apply for the issuance of replacement shall be dealt with in accordance with the relevant provisions of the Company Law. Holders of overseas listed foreign shares who have lost their share certificates and apply for replacement may be dealt with in accordance with the laws, rules of the stock exchange or other relevant regulations of the place where the original register of members of overseas listed foreign shares is kept.

If any of the laws and regulations enacted by the securities regulatory authorities of the place where the Company's shares are listed and stock exchanges provide for the suspension of the registration of share transfers, such regulations shall prevail.

Where the Company convenes a shareholders' general meeting, distributes dividends, liquidates and participates in other activities requiring the recognition of shareholders' identities, the Board or the convener of the shareholders' general meeting shall decide the record date, and shareholders whose names appear on the register of members at the close of business on the record date are entitled to relevant rights and interests.

The shareholders of the Company shall enjoy the following rights:

(i) obtaining dividends and other forms of benefit distribution in proportion to the shares held by them;

(ii) requiring to hold, convene, chair, attend or appoint a proxy to attend a shareholders' general meeting pursuant to the law and exercising the corresponding rights to vote;

(iii) supervising the Company's operations, proposing recommendations or raising questions;

(iv) transferring, donating or pledging shares held by them pursuant to laws, administrative regulations and the provisions of the Articles of Association;

(v) inspecting and copying the Articles of Association, register of members, minutes of shareholders' general meetings, resolutions of the Board meetings and financial accounting reports. Shareholders who meet the requirements may inspect the Company's accounting books and certificates;

(vi) upon termination or liquidation of the Company, participating in the distribution of the remaining property of the Company in proportion to the number of shares held by them;

(vii) dissenting shareholders who object to the resolution on the merger or division of the Company may request the Company to acquire their shares;

(viii) other rights stipulated by laws, administrative regulations, departmental rules or the Articles of Association.

If any shareholder proposes to inspect and copy the relevant information of the Company, the said shareholder shall comply with laws and administrative regulations such as the Company Law, the Securities Law, the Hong Kong Listing Rules and the securities regulatory rules of the place where the Company's shares are listed, and provide the Company with written documents bearing evidence of the class and number of shares of the Company held by him/her/it, and the Company shall provide the information as required by the said shareholder upon verification of his/her/its identity.

If the content of a resolution passed at the shareholders' general meeting or Board meeting of the Company violates laws or administrative regulations, shareholders shall have the right to petition the people's court to invalidate the resolution.

If the procedures for convening, or the method of voting at, a shareholders' general meeting or Board meeting violate laws, administrative regulations or the Articles of Association, or the content of a resolution violates the Articles of Association, shareholders shall have the right to petition the people's court to revoke the resolution within 60 days from the date of the adoption of such resolution.

However, this shall not apply if there are only minor defects in the convening procedures or voting method of a shareholders' general meeting or a Board meeting, which do not materially affect the resolution.

Where the Board, shareholders and other stakeholders dispute the validity of a resolution of a shareholders' general meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgement or ruling as rescinded the resolution, the stakeholders shall execute the resolution of the shareholders' general meeting. The Company, directors and senior management officers shall perform their duties diligently to ensure the normal operation of the Company.

Where the people's court makes a judgement or ruling on a relevant matter, the Company shall fulfil its obligation to disclose the information in accordance with the laws, administrative regulations, the requirements of the CSRC and the stock exchange, fully explain the impact, and actively co-operate with the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they will be handled in a timely manner and the corresponding information disclosure obligations will be fulfilled.

Resolutions of the shareholders' general meeting or Board meeting of the Company shall not be valid under any of the following circumstances:

(I) no shareholders' general meetings or Board meetings has been convened to pass the resolution;

(II) the resolution is not voted on at the shareholders' general meeting or Board meeting;

(III) the number of persons attending the meeting or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association;

(IV) the number of persons agreeing to the resolution or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association.

Where the directors (other than the members of the Audit Committee) and senior management violate the laws, administrative regulations or the Articles of Association in performing their duties to the Company resulting in any loss to the Company, the shareholder(s) severally or jointly holding more than 1% of the shares in the Company for more than 180 consecutive days may request the Audit Committee in writing to initiate proceedings in the people's court. Where the members of the Audit Committee violate the laws, administrative regulations or the Articles of Association in performing duties to the Company resulting in any loss to the Company, the aforementioned shareholders may request the Board of Directors in writing to initiate proceedings in the people's court. ("**Paragraph 1 of Article 38 of the Articles of Association**")

If the Audit Committee and the Board of Directors, upon receipt of the shareholders' written request stipulated in the preceding paragraph, reject to initiate a lawsuit, or a lawsuit is not initiated within 30 days from the date of receipt of such request, or in the event of emergency where the interest of the Company will suffer irreparable damage if a lawsuit is not initiated immediately, the shareholders stipulated in the preceding paragraph shall have the right to initiate legal proceedings directly with the people's court in their own names for the interest of the Company.

Where other parties infringe the lawful interests of the Company resulting in losses to the Company, the shareholders stipulated in Paragraph 1 of Article 38 of the Articles of Association may initiate legal proceedings in a people's court in accordance with the provisions of the preceding two paragraphs.

Where the directors, supervisors, or senior management of a wholly-owned subsidiary of the Company violate the provisions of laws, administrative regulations or the Articles of Association during the performance of their duties and cause losses to the Company, or if any third parties infringe upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and cause losses, the shareholders severally or jointly holding 1% or more of the Company's shares for a period of 180 consecutive days or longer, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, are entitled to request the board of supervisors and the board of directors of the wholly-owned subsidiary to initiate legal proceedings with the people's court in writing or directly initiate legal proceedings with the people's court in its own name.

Where any director or senior management violates the provisions of laws, administrative regulations or the Articles of Association, damaging the interests of shareholders, the shareholders may initiate legal proceedings in a people's court.

The shareholders of the Company shall assume the following obligations:

(i) complying with laws, administrative regulations and the Articles of Association;

(ii) paying share payments as per the shares subscribed for and the method of subscription;

(iii) not to withdraw its share capital, except for circumstances stipulated by laws and regulations;

(iv) not to abuse the shareholders' rights to impair the interest of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of shareholders to impair the interest of creditors of the Company;

(v) other obligations of the shareholders as prescribed by laws, administrative regulations and the Articles of Association.

Shareholders of the Company shall be liable for making compensation for any loss suffered by the Company or other shareholders arising from their abuse of shareholders' rights in accordance with law. Shareholders of the Company who abuse the independent legal person status of the Company and the limited liability of shareholders to evade debts and seriously impair the interest of creditors of the Company shall be jointly and severally liable for the debts of the Company.

General Provisions for Shareholders' General Meetings

The shareholders' general meeting of the Company shall be composed of all shareholders. The shareholders' general meeting is the authority of power of the Company which shall exercise the following functions and powers in accordance with the laws:

(i) elect and replace directors, decide on the remuneration matters of the relevant directors;

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

(iii) consider and approve the Company's profit distribution plans and loss recovery plans;

(iv) pass resolutions to increase or reduce the registered capital of the Company;

(v) pass resolutions on the issuance of corporate bonds;

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

(vii) amend the Articles of Association;

(viii) pass resolutions on the engagement or dismissal of accounting firms engaged in the audit work of the Company;

(ix) consider and approve the guarantee matters stipulated in Article 47 of the Articles of Association;

(x) consider matters regarding the purchase and sale of material assets by the Company within one year for an amount exceeding 30% of the latest audited total assets of the Company;

(xi) consider and approve the changes in the use of proceeds raised;

(xii) consider equity incentive plan and employee stock ownership plan;

(xiii) consider other matters which shall be decided by the shareholders' general meetings as stipulated 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 and the Articles of Association.

The shareholders' general meeting may authorize the Board of Directors to resolve on the issue of corporate bonds.

The following external guarantees of the Company shall be considered and approved at the shareholders' general meeting: ("**Article 47 of the Articles of Association**")

(i) any guarantee after the total amount of external guarantees provided by the Company and its holding subsidiaries has exceeded 50% of the Company's latest audited net assets;

(ii) any guarantee provided after the total amount of external guarantees of the Company has exceeded 30% of the Company's latest audited total assets;

(iii) any guarantee after the amount of guarantees provided by the Company to others within one year has exceeded 30% of the Company's latest audited total assets;

(iv) any guarantee provided for a party whose ratio of liabilities to assets exceeds 70%;

(v) any guarantee with a single sum of guarantee that has exceeded 10% of the latest audited net assets;

(vi) guarantees provided to the shareholders, de facto controllers and their related parties;

(vii) other guarantee circumstances stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, which shall be decided by the shareholders' general meeting.

The shareholders' general meetings consist of annual general meetings and extraordinary general meetings. The annual general meetings shall be convened once every year and shall be held within six months from the end of the previous fiscal year.

The Company shall convene an extraordinary general meeting 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 in the Company Law or two-thirds of the number prescribed in the Articles of Association;

(ii) where the losses of the Company that have not been made up represent one-third of its total share capital;

(iii) where such meeting is requested by shareholders individually or jointly holding more than 10% of the shares of the Company (including preferred shares in which the voting rights are restored, etc.);

(iv) where such meeting is deemed necessary by the Board of Directors;

(v) where such meeting is proposed to be convened by the Audit Committee;

(vi) other circumstances stipulated by laws, administrative regulations, departmental rules or the Articles of Association.

The venue for holding a shareholders' general meeting of the Company shall be the domicile of the Company or other places specified in the notice convening such meeting by the Board of Directors. A venue shall be set up for a shareholders' general meeting to be convened by means of physical meeting. The Company shall also provide means to enable online voting to facilitate shareholders.

If laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed explicitly require the Company to engage a lawyer to witness the shareholders' general meeting and issue a legal opinion, the Company shall engage a lawyer to issue a legal opinion on the following matters and make an announcement:

(i) whether the convening and meeting procedures comply with the law, administrative regulations, and the provisions of the Articles of Association;

(ii) whether the qualifications of the attendees and the convener are legally valid;

(iii) whether the voting procedures and decisions of the meeting are legally valid;

(iv) legal opinions on other related matters issued at the request of the Company.

Convening of Shareholders' General Meetings

The Board of Directors shall convene the shareholders' general meeting on time within the specified period.

Subject to the consent of more than half of all the independent Directors, the independent Directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. In respect of any proposal for convening an extraordinary general meeting made by the independent Directors, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules, and the Articles of Association, provide its feedback in writing on whether or not it agrees to convene the extraordinary general meeting within 10 days upon receipt of such proposal. If the Board of Directors agrees to convene the extraordinary general meeting, a notice of the shareholders' general meeting shall be given within 5 days after a resolution of the Board of Directors is approved; if the Board of Directors disagrees to convene the extraordinary general meeting, the reasons shall be stated and an announcement shall be made accordingly.

The Audit Committee shall submit such proposal in writing to the Board of Directors when proposing to the Board of Directors to convene an extraordinary general meeting. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules, and the Articles of Association, provide its feedback in writing on whether or not it agrees to convene the extraordinary general meeting within 10 days upon receipt of such proposal.

If the Board of Directors agrees to convene the extraordinary general meeting, a notice of the shareholders' general meeting shall be given within 5 days after a resolution of the Board of Directors is approved, and any changes to the original proposal set out in the notice shall be subject to the consent of the Audit Committee.

If the Board of Directors disagrees to convene the extraordinary general meeting or fails to provide feedback within 10 days upon receipt of such proposal, the Board of Directors shall be deemed to be unable or failing to perform its duties of convening a shareholders' general meeting, and the Audit Committee may convene and preside over the meeting on its own.

Where shareholders individually or jointly holding more than 10% of the shares of the Company (including preferred shares in which the voting rights are restored, etc.) request the Board of Directors to convene an extraordinary general meeting, such request shall be submitted to the Board of Directors in writing. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules, and the Articles of Association, provide its feedback in writing on whether or not it agrees to convene the extraordinary general meeting within 10 days upon receipt of such request.

If the Board of Directors agrees to convene the extraordinary general meeting, a notice of the shareholders' general meeting shall be given within 5 days after a resolution of the Board of Directors is approved, and any changes to the original request set out in the notice shall be subject to the consent of the relevant shareholders.

If the Board of Directors disagrees to convene the extraordinary general meeting or fails to provide feedback within 10 days upon receipt of such request, shareholders individually or jointly holding more than 10% of the shares of the Company (including preferred shares in which the voting rights are restored, etc.) shall submit the request in writing to the Audit Committee when proposing to the Audit Committee to convene the extraordinary general meeting.

If the Audit Committee agrees to convene the extraordinary general meeting, a notice of the shareholders' general meeting shall be given within 5 days upon receipt of such request, and any changes to the original request set out in the notice shall be subject to the consent of relevant shareholders.

If the Audit Committee fails to give a notice of the shareholders' general meeting within the prescribed period, the Audit Committee shall be deemed to be failing to convene and preside over the shareholders' general meeting, and shareholders individually or jointly holding more than 10% of the shares of the Company (including preferred shares in which the voting rights are restored, etc.) for more than 90 consecutive days may convene and preside over the meeting on their own.

Where the Audit Committee or shareholders decide to convene a shareholders' general meeting on their own, they shall notify the Board of Directors in writing and concurrently file such notice with the stock exchange.

The Audit Committee or the shareholders convening the meeting shall submit relevant supporting documents to the stock exchange when issuing the notice of the shareholders' general meeting and the announcement of the resolutions of the shareholders' general meeting.

Prior to the announcement of a resolution of a shareholders' general meeting, the shareholding of shareholders (including preferred shares in which the voting rights are restored, etc.) convening the meeting shall not be less than 10%.

For a shareholders' general meeting convened by the Audit Committee or shareholders on their own, the Board of Directors and the secretary to the Board of Directors shall provide cooperation. The Board of Directors shall provide the register of members as of the record date.

For a shareholders' general meeting convened by the Audit Committee or shareholders on their own, the expenses necessary for the meeting shall be borne by the Company.

Proposals and Notices of Shareholders' General Meetings

The content of a proposal shall fall within the terms of reference of a shareholders' general meeting with a clear topic and specific matters to be resolved, and shall comply with the relevant provisions of laws, administrative regulations, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The Board of Directors, the Audit Committee and shareholders individually or jointly holding more than 1% of the shares of the Company (including preferred shares in which the voting rights are restored, etc.) shall have the right to put forward proposals to the Company when convening a shareholders' general meeting of the Company.

Shareholders individually or jointly holding more than 1% of the shares of the Company (including preferred shares in which the voting rights are restored, etc.) may put forward an interim proposal and submit it in writing to the convener no later than 10 days prior to the date of the shareholders' general meeting. The convener shall issue a supplemental notice of the shareholders' general meeting within 2 days upon receipt of such proposal to announce the content of the interim proposal, and submit the same to the shareholders' general meeting for consideration, provided that the interim proposal may not violate laws, administrative regulations or the provisions of the Articles of Association, or fall within the scope of authority of the shareholders' general meeting. In the event that the shareholders' general meeting has to be postponed due to the issuance of the supplemental notice of the shareholders' general meeting in accordance with the securities regulatory rules of the place where the Company's shares are listed, the shareholders' general meeting shall be postponed in accordance with the securities regulatory rules of the place where the Company's shares are listed.

Except for the circumstances prescribed in the preceding paragraph, the convener, after issuing the notice of a shareholders' general meeting, shall not modify the proposals that have already been set out in the notice of the shareholders' general meeting or include any new proposals.

Proposals that are not set out in the notice of a shareholders' general meeting or that do not comply with the provisions of the Articles of Association, shall not be voted and resolved at the shareholders' general meeting.

The Convener shall notify all shareholders the convening of an annual general meeting by means of an announcement no later than 21 days prior to date of the meeting and shall notify all shareholders the convening of an extraordinary general meeting by means of an announcement no later than 15 days prior to date of the meeting.

The notice of a shareholders' general meeting shall include the following:

(i) the time, venue and duration of the meeting;

(ii) the matters and proposals being put forward at the meeting for consideration;

(iii) a prominent statement that all ordinary shareholders (including preferred shareholders with restored voting rights), shareholders holding shares with special voting rights and other shareholders are entitled to attend the shareholders' general meeting in person, or appoint in writing proxies to attend and vote on his or her behalf and that such proxies need not be shareholders of the Company;

(iv) the record date of shareholders entitled to attend the shareholders' general meeting;

(v) the name and telephone number of the permanent contact person for conference affairs;

(vi) the time and procedures for voting online or by other means.

If matters related to the election of Directors are proposed to be discussed at a shareholders' general meeting, detailed information of the candidates for Directors shall be fully disclosed in the notice of the shareholders' general meeting, including at least the following:

(i) his/her personal particulars such as educational background, work experience and part-time employment;

(ii) whether he/she has a connected relationship with the Company or the controlling shareholder and de facto controller of the Company;

(iii) the number of shares of the Company held by him/her;

(iv) whether he/she has been penalized by the CSRC and other relevant authorities and disciplined by a stock exchange.

Except for the election of Directors by adopting a cumulative voting system, the election of each candidate for a Director shall be proposed by way of a separate proposal.

After the issuance of the notice of a shareholders' general meeting, such shareholders' general meeting shall not be postponed or cancelled without a proper reason, and the proposals set out in the notice of the shareholders' general meeting shall not be revoked. In the event of postponement or cancellation, the convener shall make an announcement stating the reasons at least 2 working days prior to the original date of the meeting.

Holding of Shareholders' General Meetings

The Board of Directors and other conveners of the Company shall take all necessary measures to ensure the normal order of a shareholders' general meeting. Measures shall be taken to stop acts of interfering with the shareholders' general meetings, picking quarrels and provoking trouble and infringing on the legitimate rights and interests of shareholders, which shall be promptly reported to relevant authorities for investigation and punishment.

All ordinary shareholders (including preferred shareholders with restored voting rights), shareholders holding shares with special voting rights and other shareholders in the register as at the record date or their proxies shall have the right to attend the shareholders' general meeting and exercise voting rights pursuant to relevant laws, regulations and the Articles of Association.

Shareholders may attend the shareholders' general meeting in person or appoint proxy/proxies to attend the meeting and exercise their voting rights on their behalf.

If an individual shareholder attends the meeting in person, he/she shall produce his/her identity card or other valid documents or certificates that can identify him/herself; if a shareholder authorizes a proxy to attends a meeting on his/her behalf, the proxy shall produce his/her own valid identity card and the power of attorney from the shareholder.

Corporate shareholders shall attend the meeting by their legal representative or a proxy appointed by the legal representative. If the legal representative attends the meeting, he/she shall produce his/her identity card or a valid certificate to prove his/her qualification as a legal representative; if a proxy attends the meeting, the proxy shall produce his/her identity card, the written power of attorney issued by the legal representative of the corporate shareholder entity under laws.

If such shareholder is a recognized clearing house as defined in the relevant regulations under Hong Kong laws in force from time to time (or its proxies), such shareholder may authorize such person or persons as it thinks fit to act as its representative at any shareholders' general meeting. However, if more than one person is authorized, the power of attorney shall state the number and class of the shares in respect of which each such person is so authorized, and the power of attorney shall be signed by the person authorized by the recognized clearing house. A person so authorized may attend meetings (without production of shareholding credentials, notarized authorization and/or further evidence of his duly authorized authority) on behalf of a recognized clearing house (or its proxies) and exercise rights as if such person is an individual shareholder of the entity.

The form of proxy issued by shareholders to authorize others to attend the shareholders' general meeting of shareholders shall contain the following contents:

(i) name of the appointer, and the class and number of shares held in the Company;

(ii) the name of the proxy;

(iii) the specific instructions of the shareholder, including the instructions to vote for, against, or abstain from voting in respect of each of the matters on the agenda to be considered at the shareholders' general meeting;

(iv) date of issue and validity period of the form of proxy;

(v) signature (or seal) of the appointer, if the appointer is a corporate shareholder, such form of proxy shall be affixed with the official seal of the corporate entity.

Where the form of proxy is signed by a person authorized by the appointer, the power of attorney or other authorization instruments to authorize the signing shall be notarized. The notarized power of attorney or other authorization instruments, together with the voting form of proxy are required to be lodged at the domicile of the Company or other places as specified in the notice of the meeting.

The Company shall be responsible for preparing the register of meeting for recording attendance at the meeting. The register of meeting shall record, among other things, the name of the attending person (or entity), identity card number, the number of shares held with voting rights or representing voting rights, and the name of the appointer (or entity).

The convener and the lawyer (if any) engaged by the Company shall collectively verify the legality of shareholders' qualifications based on the register of members provided by the securities depository and clearing corporation, and register the names of the shareholders and the number of shares with voting rights held by them. The registration of the meeting shall be terminated prior to the announcement by the chairman of the meeting on the number of shareholders and proxies attending the meeting and the total number of shares with voting rights held by them.

If the shareholders' general meeting requires Directors and senior management officers to attend the meeting, the Directors and senior management officers shall attend and answer inquiries from shareholders.

A shareholders' general meeting shall be chaired by the Chairman of the Board. Where the chairman of the Board is unable to discharge or fails to discharge his/her duties, the meeting shall be chaired and presided over by the vice chairman of the Board (if there are two or more vice chairmen, the one elected by more than one half of the Directors); where the vice chairman of the Board is unable to discharge or fails to discharge his/her duties, more than one half of the Directors shall designate a director to preside over the meeting.

A shareholders' general meeting convened by the Audit Committee on its own initiative shall be chaired by the convener of the Audit Committee. In the event that the convener of the Audit Committee is unable to or fails to perform his/her duties, a member of the Audit Committee jointly elected by more than half of the members of the Audit Committee shall chair the meeting.

A shareholders' general meeting convened by shareholders on their own initiative shall be chaired by the representative nominated by the convener.

When convening a shareholders' general meeting, if the chairman of the meeting breaches the procedural rules causing the shareholders' general meeting unable to proceed, with the consent of more than half of the shareholders with voting rights attending the shareholders' general meeting, the shareholders' general meeting may nominate a person to act as the chairman of the meeting to continue convening such meeting.

The Company shall formulate the rules of procedure for shareholders' general meetings, which shall specify in details the holding, convening and voting procedures for the shareholders' general meeting, including notice, registration, consideration of the proposals, voting, vote counting, announcement of voting results, formation of meeting resolutions, minutes of meeting and signing, and the content of announcement, as well as the principles for authorization by the shareholders' general meeting to the Board, and the content of authorization shall be clear and specific.

At the annual general meeting, the Board shall report their work in the previous year to the shareholders' general meeting. Each independent director shall also present a work report.

Directors and senior management officers shall provide explanations and clarifications on the queries and suggestions from shareholders at the shareholders' general meeting.

The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting as well as the total number of shares with voting rights held by them, which shall be the number of shareholders and proxies attending the meeting and the total number of shares with voting rights held by them as indicated in the register of meeting.

The shareholders' general meeting shall keep minutes of meeting, which shall be responsible by the secretary to the Board. The minutes of meeting shall contain the following content:

(i) the time, venue and agenda of the meeting, and the name of the convener;

(ii) the names of the chairman of the meeting and the Directors and senior management officers present at the meeting;

(iii) the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and the proportion of these shares to the total number of shares of the Company;

(iv) the deliberation process of each proposal, summaries of the speeches and the voting results;

(v) the details of the queries, comments or recommendations of the shareholders, and the corresponding responses or explanations;

(vi) the names of the counter and the scrutineer of votes;

(vii) other contents that should be recorded in the minutes of meeting as provided in the Articles of Association.

The convener shall ensure that the contents of the minutes of meeting are true, accurate and complete. The Directors, secretary to the Board, the convener or representative thereof, and the chairman of the meeting who have attended or present at the meeting shall sign on the minutes of meeting. The minutes of meeting shall be kept for a term of at least ten years together with the book of signatures of the shareholders attending the meeting, the forms of proxies of the attending proxies, and the valid information on voting through internet and other means.

The convener shall ensure that the shareholders' general meeting is held continuously until final resolutions have been reached. In the event that the shareholders' general meeting is suspended or the shareholders fail to reach any resolution due to force majeure or for other special reasons, necessary measures shall be taken to resume convening the meeting as soon as possible or directly terminate the meeting and made an announcement in a timely manner.

Voting and Resolutions at Shareholders' General Meetings

Resolutions of a shareholders' general meeting shall be classified as ordinary resolutions and special resolutions.

Ordinary resolutions of a shareholders' general meeting shall be passed by votes representing more than half of the voting rights held by the shareholders attending the shareholders' general meeting.

Special resolutions of a general meeting shall be passed by votes representing more than two-thirds of the voting rights held by the shareholders attending the shareholders' general meeting.

The following matters shall be approved by ordinary resolutions at a shareholders' general meeting:

(i) work reports of the Board;

(ii) profit distribution plans and loss recovery plans formulated by the Board;

(iii) appointment and dismissal of members of the Board, and the remuneration and method of payment for members of the Board;

(iv) other matters other than those which are required by laws, administrative regulations, Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association to be approved by a special resolution.

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

(i) increase or reduction in the registered capital of the Company;

(ii) division, split-up, merger, dissolution and voluntary liquidation of the Company;

(iii) amendment to the Articles of Association;

(iv) the amounts for purchase or disposal of material asset or provision of guarantee to others by the Company within one year exceed 30% of the latest audited total assets of the Company;

(v) Share Incentive Scheme;

(vi) other matters as required by laws, administrative regulations, departmental rules, Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, and other matters considered to have material impact on the Company by ordinary resolution of the general meeting and approval by special resolution is required.

Shareholders shall exercise voting rights based on the number of shares with voting rights represented by them, and each share shall have one vote, except for shareholders of class shares.

When considering material matters affecting the interests of minority shareholders at a shareholders' general meeting, the votes of minority shareholders shall be counted separately. The results of separate vote counting shall be publicly disclosed in a timely manner.

No voting right is attached to the shares of the Company held by the Company itself, and such shares shall not be counted in the total number of shares with voting rights represented by shareholders present at a shareholders' general meeting.

Where a shareholder purchases voting shares of the Company in violation of the provisions of paragraphs 1 and 2 of Article 63 under the Securities Law, such shares in excess of the prescribed proportion are prohibited from exercising voting rights within 36 months after purchase, and they will not be counted in the total number of shares with voting right represented by shareholders present at the shareholders' general meeting.

The Board of the Company, independent Directors and shareholders holding more than 1% of the shares with voting rights or the investor protection institution established in accordance with laws, administrative regulations or the requirements of the CSRC may solicit voting rights from shareholders. The solicitation of voting rights from shareholders shall fully disclose the specific voting intention and other information to the solicited persons. Solicitation of voting rights from shareholders by way of compensation or otherwise in disguised form of compensation is prohibited. Except under statutory conditions, the Company is forbidden to impose a limit of minimum shareholding ratio on the solicitation of voting rights.

When matters relating to connected transactions are considered at a shareholders' general meeting, the connected shareholders shall abstain from voting, and the voting shares represented by such connected shareholders shall not be counted into the total number of valid votes. The announcement of the resolutions of the shareholders' general meeting shall fully disclose the voting results of non-connected shareholders.

Before the shareholders' general meeting considers matters relating to connected transaction, the Company shall determine the scope of connected shareholders in accordance with the relevant PRC laws and regulations, the securities regulatory rules of the place where the Company's shares are listed. Connected shareholders or their proxies may attend the shareholders' general meeting and state their views to the shareholders attending the meeting in accordance with the procedures of the meeting, but shall abstain from voting at the time of voting. When the shareholders' general meeting considers and votes for any matters relating to connected transaction, the connected shareholders shall take the initiative to abstain from voting. If the connected shareholders fail to take initiative to abstain from voting, other shareholders attending the meeting shall be entitled to request them to abstain from voting.

Upon the abstention of the connected shareholders, other shareholders shall vote based on their voting rights and make corresponding resolutions in accordance with the Articles of Association. The abstaining and voting procedures for connected shareholders shall be notified by the presider of the shareholders' general meeting and shall be recorded in the minutes of the meeting.

When a resolution is made at the shareholders' general meeting on a matter relating to a connected transaction, it shall be approved by a majority or more than two-thirds of the voting rights held by the non-connected shareholders present at the meeting, depending on whether it is an ordinary resolution or the special resolution. In the case of a connected transaction, two proxies of non-connected shareholders shall participate in the counting and scrutiny. The resolutions of the shareholders' general meeting shall fully disclose the votes of non-connected shareholders.

BOARD

Directors

A Director of the Company shall be a natural person and shall not serve as a Director of the Company under any of the following circumstances:

(i) He/she has no or limited capacity for civil conduct;

(ii) He/she is sentenced to a criminal penalty for corruption, bribery, embezzlement, misappropriation of property, or disrupting the order of the socialist market economy, or is deprived of political rights for a crime, and the execution period has not expired for more than five years, or, in the case of suspension of execution, the probationary period has not expired for more than two years;

(iii) He/she serves as a director, a factory manager or manager of a company or enterprise in bankruptcy or liquidation and is personally liable for the bankruptcy of the company or enterprise, and it has not been more than three years since the date of completion of the bankruptcy or liquidation of the company or enterprise;

(iv) He/she is the legal representative of a company or enterprise whose business license has been revoked and which has been ordered to close down due to the violation of laws, and he/she is personally liable therefor, and it has not been more than three years since the date when the business license of the company or enterprise was revoked or when it was ordered to close down;

(v) The individual is listed as dishonest person subject to execution by the People's Court due to his/her failure to settle a relatively large amount of debts before the due date;

(vi) He/she has been imposed measures by the CSRC to prohibit entry into the securities market and the prohibition period has not expired;

(vii) He/she is publicly recognised as unsuitable to serve as a director or senior management officers of listed companies by the stock exchange for a period which has not yet expired;

(viii) other matters as required by laws, administrative regulations, departmental rules, other normative documents, Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed.

If the election or appointment of Directors violates the above-mentioned provisions, such election, appointment or engagement shall be null and void. If a Director falls under any of the circumstances described in this Article during his/her term of office, the Company shall remove him/her from his/her position and cease his/her performance of duties.

A Director shall be elected or replaced at a shareholders' general meeting and may be removed from office at a shareholders' general meeting before the expiration of his/her term of office. A Director shall serve a term of three years and may be re-elected for re-appointment upon expiry of his/her term of office.

The term of office of a Director shall commence on the date of appointment and end upon the expiry of the term of office of the current session of the Board. If a Director is not re-elected in time after his/her term of office expires, the original Director shall still perform his/her duties as a Director in accordance with the provisions of laws, administrative regulations, departmental rules and the Articles of Association until a Director re-elected takes office.

A Director may be concurrently held by senior management officers, but the number of Directors who concurrently hold the position of senior management officers and Directors who are employee representatives shall not exceed 1/2 of the total number of Directors of the Company

Directors shall abide by the requirements of laws, administrative regulations and the Articles of Association, and have fiduciary duties to the Company. They shall take measures to avoid conflicts between their own interests and the interests of the Company and shall not use their power to seek improper benefits.

Directors have the following fiduciary duties to the Company:

(i) They shall not misappropriate the Company's property or misappropriate the Company's funds;

(ii) They shall not deposit the Company's funds in an account opened in their own name or in the name of another individual;

(iii) They shall not use their power to accept any bribe or other illegal income;

(iv) They shall not directly or indirectly enter into contracts or transactions with the Company without reporting to the Board or shareholders' general meeting or approval by the Board or shareholders' general meeting by resolutions in accordance with the provisions of the Articles of Association ("**item (IV) of second paragraph Articles 102 of the Articles of Association**");

(v) They shall not use their position to seek business opportunities that should belong to the Company as personal gain for themselves or others, except where they have already reported to the Board or shareholders' general meetings and were approved by the shareholders' general meetings by resolutions, or the Company is unable to take advantage of the business opportunity according to laws, administrative regulations or the Articles of Association;

(vi) They shall not operate a business for themselves or others which is of the same type as the Company's business without reporting to the Board or shareholders' general meeting or approval of the shareholders' general meeting by resolutions;

(vii) They shall not take the commission of transactions between other parties and the Company for personal use;

(viii) They shall not disclose company secrets without authorization;

(ix) They shall not use its connected relationships to harm the interests of the Company;

(x) Other fiduciary obligations stipulated by laws, administrative regulations, departmental regulations, Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Any income derived by a Director in violation of this Article shall belong to the Company; and any loss caused to the Company shall be liable by the Directors for compensation.

When the close relatives of the Directors and senior management officers, the enterprises directly or indirectly controlled by the Directors and senior management officers or their close relatives, and the connected persons who have other connected relationships with the Directors and senior management officers enter into contracts or conduct transactions with the Company, the provisions in item (IV) of the second paragraph of Article 102 of the Articles of Association shall apply.

Directors shall observe laws, administrative regulations and the Articles of Association to perform their obligations of diligence to the Company. They shall fulfill their obligations with reasonable care generally due to managers in the best interests of the Company.

Directors fulfill the following obligations of diligence to the Company:

(i) to prudently, conscientiously and diligently exercise the rights granted him or her by the Company, so as to ensure that the commercial acts of the Company comply with state laws, administrative regulations and the requirements of the various economic policies of the state, and that its commercial activities do not exceed the scope of business specified on the business license;

(ii) to treat all shareholders impartially;

(iii) to keep informed of the operation and management conditions of the Company;

(iv) to sign the written confirmation in respect of the regular reports of the Company to assure that the information disclosed by the Company is true, accurate and complete;

(v) to honestly provide the audit committee with relevant information and data, and not to prevent the audit committee from performing their duties and powers;

(vi) to fulfill other obligations of diligence stipulated by laws, administrative regulations, regulations of the authorities, Hong Kong listing rules, securities regulatory rules of the place where the shares of the Company are listed, or the Articles of Association.

If a director fails to attend meetings of the Board of Directors, either in person or by authorizing another director on behalf of him or her, for two consecutive meetings, he or she shall be deemed as failing to perform his or her duties.

A director may resign before expiry of tenure, by filing a resignation report in writing to the Board of Directors of the Company, and the resignation will take effect on the day the Company receives the resignation report. The Company shall disclose such resignation within two days. If the resignation of a director causes the number of Board of Directors to be less than the quorum, then the original director shall still perform the duties as director under the applicable laws, administrative regulations, regulations of the authorities and the Articles of Association before the re-elected directors take office.

The Company has a system in place to manage the departure of Directors, which specifies safeguards for pursuing and recovering liability for unfulfilled public commitments and other outstanding matters. When a director's resignation takes effect or his term of service expires, the director shall complete all transfer procedures with the Board of Directors. His/her fiduciary duty towards the Company and the shareholders shall not expire after the end of his term of service and will still be effective for a reasonable period specified by the Articles of Association. The liability that a Director bears during the term of office due to the performance of his/her duties shall not be waived or terminated upon leaving office.

The shareholders' general meeting may remove any director by a resolution, which shall come into effect from the date on which such resolution is made.

Where a director is removed from office prior to expiration of his/her term of office without justifiable cause, the director may demand compensation from the Company.

No director shall act on behalf of the Company or the Board in his/her personal capacity without the provisions of these Articles of Association or the lawful authority of the Board of Directors. Where a director is acting in his/her personal capacity, he/she shall declare his/ her position and identity in advance where a third party would reasonably believe that he/she is acting on behalf of the Company or the Board of Directors.

Where a Director causes damages to others in the performance of his/her duties for the Company, the Company will be liable for compensation. The Director shall also be liable for compensation if he/she is found to have conducted intentional misconduct or gross negligence.

A director shall be liable for compensation as regards the damages caused to the Company if he/she violates the provisions of laws, administrative regulations, departmental rules and regulations, or these Articles of Association in the performance of his/her duties for the Company.

Board of Directors

The Company shall have a Board of Directors. The Board of Directors consists of 9 directors, one of whom shall be the chairman. The chairman of the Board shall be elected with the approval of more than half of all the directors.

The Board of Directors exercises the following powers:

(i) convene a shareholders' general meeting and report work to the shareholders' general meeting;

(ii) implement the resolutions of the shareholders' general meeting;

(iii) determine the Company's business plan and investment plan;

(iv) formulate the Company's profit distribution plan and loss compensation plan;

(v) formulate plans for the Company to increase or reduce its registered capital, issue bonds or other securities and for the listing;

(vi) formulate plans for the Company's major acquisitions, the Company's acquisition of the Company's shares, merger, division, dissolution and change of form of the Company;

(vii) decide that the Company will external investments, acquisition and disposal of assets, asset mortgage, external guarantees, entrusted wealth management connected transactions, external donations and other matters within the scope of authority of the shareholders' general meetings;

(viii) decide on the establishment of the Company's internal management agencies;

(ix) decide on the appointment or dismissal of the Company's manager, secretary to the Board of Directors and other senior management personnel, and determine their remuneration, rewards and punishments; decide on the appointment or dismissal of the Company's deputy manager, financial controller and other senior management personnel based on the nomination of the general manager and decide on their remuneration and rewards and punishments;

(x) formulate the Company's basic management system;

(xi) formulate a plan to amend the Articles of Association;

(xii) manage the Company's information disclosure matters;

(xiii) propose to the shareholders' general meeting to hire or change the accounting firm to audit the Company;

(xiv) listen to the work report of the manager of the Company and inspect the work of the manager;

(xv) to consider and approve the handling of the shares held by the domestic shareholders of the Company transferred to overseas investors, or the domestic shareholders of the Company are allowed to transfer their shares to overseas listed shares and list the said shares on overseas stock exchanges; and

(xvi) laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, securities regulatory rules of the place where the Company's shares are listed, provisions of these Articles of Association or other powers granted by the shareholders' general meeting.

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

The Board of Directors shall give explanations to the shareholders' general meeting in respect of audit reports with the qualified audit opinions issued by certified public accountants in respect of financial reports of the Company.

The Board of Directors shall formulate the rules of procedures of meetings of the Board of Directors to ensure the implementation of the resolutions of the shareholders' general meetings, thereby enhancing efficiency and ensuring scientific decision-making.

The Board of Directors shall establish strict review and decision-making procedures by setting the scope of authority for conducting external investment, purchase and sale of assets, asset pledge, external guarantee, entrusted wealth management, connected transactions and external donations, etc. Material investment projects shall be examined by relevant experts and professionals as arranged by the Board of Directors, and shall be submitted to the shareholders' general meeting for approval.

The Board of Directors shall review the following transactions within the scope of its authority:

(i) Transactions that meet any of the following thresholds but fall below the review threshold of the shareholders' general meeting shall be reviewed by the Board of Directors:

1. Total assets involved in the transaction account for more than 10% of the Company's latest audited total assets . If both book value and appraised value are available for the total assets involved in the transaction, the higher value shall be used as the basis for calculation;

2. Operating revenue arising from the subject matter of the transaction (e .g . equity interest) for the latest fiscal year accounts for more than 10% of the audited operating revenue of the Company for the latest fiscal year, and the absolute amount exceeds RMB1 million;

3. Net profit arising from the subject matter of the transaction (such as equity interest) for the latest fiscal year accounts for more than 10% of the audited net profit of the Company for the most recent fiscal year, and the absolute amount exceeds RMB5 million;

4. Transaction amount (after accounting for debts assumed and expenses incurred) of the transaction accounts for more than 10% of the Company's latest audited net assets, and the absolute amount exceeds RMB5 million;

5. If the data involved in the calculation of the above indicators is negative, the absolute value will be adopted, and such calculation shall be performed on a cumulative basis over a consecutive twelve-month period by type of transaction.

(ii) The Board of Directors shall have the authority to approve the Company's asset mortgage (other than external guarantees), borrowing amounts and bank credit facility applications within 30% of the Company's latest audited total assets. Matters exceeding 30% of the Company's latest audited total assets shall be submitted to the shareholders' general meeting for review.

(iii) The authority of the Board of Directors to review connected transactions is:

For connected transactions with a transaction amount below RMB2 million between the Company and connected parties, the Board of Directors shall review and approve such transactions;

When the Board of Directors reviews connected transactions, connected Directors shall abstain from voting and shall not exercise voting rights on behalf of other Directors. Such Board meeting may be held with the attendance of a majority of non-connected Directors, and resolutions of the Board meeting shall be passed by a majority vote of non-connected Directors. Where fewer than three non-connected Directors attend the Board meeting, the Company shall submit such transaction to the shareholders' general meeting for review.

The chairman of the Board of Directors exercises the following powers:

(i) preside over shareholders' meetings and convene and preside over board meetings;

(ii) to supervise and review the implementation of resolutions passed by the Board of Directors;

(iii) to exercise other functions and powers conferred by the Board of Directors or laws, administrative regulations and regulatory rules of the place where the Company's shares are listed.

If the chairman of the Board of Directors is unable or fails to perform his/her duties, more than half of the directors shall jointly elect a director to perform such duties.

Board meetings shall be held at least twice a year, and shall be convened by the chairman of the Board of Directors. Written notice shall be given to all directors at least 10 days before the meeting is held.

Shareholders representing more than 1/10 of the voting rights, more than 1/3 of the directors or the Audit Committee may propose to convene an extraordinary meeting of the Board of Directors. The chairman of the Board of Directors shall convene and preside over a board meeting within 10 days after receiving the proposal.

The methods of notification for the extraordinary Board meeting of the Board of Directors are: personal delivery or fax, email, or registered mail. The notification time limit is: no fewer than five days prior to the meeting.

A notice of a meeting of the Board of Directors shall include the following particulars:

(i) the date and venue of the meeting;

(ii) the duration of the meeting;

(iii) the reasons for holding the meeting and the topics to be discussed thereat;

(iv) the date of issuance of the notice.

Board meetings shall be attended by more than half of the directors. Resolutions made by the Board of Directors shall be approved by more than half of all directors.

Voting on resolutions of the Board of Directors is based on one person, one vote.

If Directors are related to the corporates or individuals involved in the matters resolved at the Board meeting, such Directors shall promptly report in writing to the Board of Directors. The Directors with connected relationship may not exercise voting rights on the resolution, nor may they exercise voting rights on behalf of other directors. The Board meeting may be held if more than half of the unrelated directors are present, and resolutions made at the Board meeting shall be passed by more than half of the unrelated directors. If the number of unrelated directors present at the meeting of the Board of Directors is less than 3, the matter shall be submitted to the shareholders' general meeting for review.

Special Committees under the Board of Directors

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 comprises 3 members, which shall be directors who are not senior management of the Company. Among which, 2 members shall be independent Directors, and the accounting professionals among such independent Directors shall serve as the convener.

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

(i) Disclosure of financial information in financial accounting reports and periodic reports, as well as internal control evaluation reports;

(ii) Hiring or dismissing the accounting firm engaged to carry out the audit of the listed company;

(iii) Appointment or dismissal of the Company's financial controller;

(iv) Changes in accounting policies, accounting estimates or corrections of material accounting errors for reasons other than changes in accounting standards;

(v) Other matters provided for by laws, administrative regulations, provisions of the CSRC and the Articles of Association.

The Audit Committee shall hold at least one meeting each quarter. An extraordinary meeting may be held when it is proposed by two or more members, or when it is deemed necessary by the convener. Meeting of the Audit Committee shall be held only if more than two-thirds of the members are present.

The resolutions made by the Audit Committee shall be passed by more than half of the members of the Audit Committee.

Voting on the resolutions of Audit Committee shall be one person, one vote.

Minutes shall be prepared for the resolutions of the Audit Committee as required and shall be signed by the members of the Audit Committee present at the meetings.

The Board of Directors shall be responsible for formulating work procedures for the Audit Committee.

The Board of Directors of the Company has established the Strategic Committee, the Nomination Committee, the Remuneration and Appraisal Committee and other special committees to perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors, and the proposals of the special committees shall be submitted to the Board of Directors for review and decision. The Board of Directors is responsible for formulating work procedures for special committees.

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

(i) Nomination or appointment and removal of Directors;

(ii) Appointment or dismissal of senior management;

(iii) Other matters as stipulated by laws, administrative regulations, regulations of the CSRC and the Articles of Association.

If the Board of Directors does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for its non-adoption in a resolution of the Board of Directors and disclose the same.

The Remuneration and Appraisal Committee is responsible for the formulation of standards for appraising and conducting evaluation of Directors and senior management, and the formulation and review of the remuneration decision mechanisms, decision-making processes, payment and cessation of payment recovery arrangements, and other remuneration policies and plans for Directors and senior management, and making recommendations to the Board of Directors on the following matters:

(i) the remuneration of Directors and senior management;

(ii) the formulation or amendment of equity incentive schemes and employee stock ownership plans, and the granting of rights to incentive recipients and the achievement of conditions for the exercise of such rights by incentive recipients;

(iii) the arrangement of stock ownership plans for Directors and senior management in the event of a proposed spin-off of a subsidiary;

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

If the Board of Directors does not adopt or does not fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall record the opinion of the Remuneration and Appraisal Committee and the specific reasons for its non-adoption in a resolution of the Board of Directors and disclose the same.

MANAGER AND OTHER SENIOR MANAGEMENT

The Company has a manager, who is appointed or dismissed by the Board of Directors.

The Company has deputy managers, who are appointed or dismissed by the Board of Directors.

The circumstances under which a person may not serve as a director and the provisions concerning the management system for resignations as mentioned in the Articles of Association shall also apply to senior management.

The directors' duty of loyalty and the directors' duties of diligence as mentioned in the Articles of Association shall also apply to senior management.

Any person who takes administrative position other than a director or supervisor in the controlling shareholder of the Company shall not act as senior management of the Company.

The Company's senior management are only paid by the Company and are not paid by the controlling shareholder on behalf of the Company.

The manager is elected for a term of three years, and may be re-appointed.

The manager is responsible to the Board of Directors and exercises the following powers:

(i) preside over the Company's production, operation and management work, organize the implementation of Board resolutions, and report work to the Board of Directors;

(ii) organize and implement the Company's annual business plan and investment plan;

(iii) formulate a plan for the establishment of the Company's internal management organization;

(iv) formulate the Company's basic management system;

(v) formulate specific regulations of the Company;

(vi) request the Board of Directors to appoint or dismiss the Company's deputy manager and financial controller;

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

(viii) other powers granted by the Articles of Association or the Board of Directors. The manager attends Board meetings.

The manager shall formulate the working rules of the manager and submit them to the Board of Directors for approval before implementation.

The working rules of the manager shall include the following:

(i) the conditions and procedures for convening, and participants of the manager meetings;

(ii) the specific duties and responsibilities of the manager and other members of the senior management;

(iii) the use of funds and assets of the Company, the authority to enter into material contracts and the systems for reporting to the Board of Directors;

(iv) other matters deemed necessary by the Board of Directors.

The manager may resign prior to the expiry of his/her term of office. The specific procedures and methods for the manager's resignation shall be stipulated in the employment contract between the manager and the Company.

The Company, according to its own circumstances, shall stipulate in its Articles of Association the appointment and removal procedures for deputy managers and the relationship between deputy managers and the manager, and may also stipulate the powers and responsibilities of the deputy managers.

The Company shall have secretary(ies) to the Board of Directors, who shall be responsible for the preparation of the shareholders' general meetings of the Company and meetings of the Board of Directors, the custody of documents, the management of the information of the Company's shareholders, and the handling of information disclosure matters.

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

The Company shall be liable for any damages caused to others by senior management in the performance of their duties for the Company, and the senior management shall also be liable for any damages caused by intent or gross negligence.

Where a senior management violates any laws, administrative regulations, departmental rules, Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association in executing his/her office in the Company, causing losses to the Company, he/she shall be liable for compensation.

Senior management members of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders.

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

FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDITING

Financial and Accounting Systems

The Company shall develop its financial and accounting systems pursuant to laws, administrative regulations and the requirements of the competent authorities of China.

The Company shall prepare its annual financial and accounting report within four months after the end of each fiscal year and its interim financial and accounting report within two months from the end of the first half of each fiscal year. The above financial and accounting reports were prepared and disclosed in accordance with relevant laws, administrative regulations, departmental rules, Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed.

The Company shall not establish other accounting books except for the statutory accounting books. The funds of the Company shall not be deposited in any account opened in the name of any individual.

In distributing its current-year after-tax profits, the Company shall allocate 10% of its profit to its statutory reserve. Allocations to the Company's statutory reserve may be waived once the cumulative amount of statutory reserve reached 50% or more of the Company's registered capital.

Where the statutory reserve is not sufficient to cover losses made by the Company in the previous years, the current year's profit shall be used to cover such loss before any allocation is made to the statutory reserve pursuant to the preceding paragraph.

After an allocation to the statutory reserve has been made from the after-tax profit of the Company, and subject to the adoption of a resolution by the shareholders' general meeting, an allocation may be made to the discretionary reserve fund.

After the Company has covered its losses and made allocations to the reserves, any remaining after-tax profit shall be distributed to the shareholders in proportion to their respective shareholdings unless otherwise stipulated in the Articles of Association.

Where the shareholders' general meeting, in violation of the Company Law, distributes profits to the shareholders, the profits so distributed shall be returned to the Company. If the Company suffers losses, the shareholders and responsible directors and senior management shall be liable for compensation.

Profits shall not be distributed for the shares held by the Company itself.

The distribution of dividends (or shares) shall be completed within two months after the profit distribution plan has been resolved at the shareholders' general meeting of the Company or the Board of Directors of the Company formulates a specific plan in accordance with the conditions and cap for the following year's interim dividend approved by the annual general meeting.

The Company's reserves shall be used to cover Company's losses, expand production and operations, or be converted to increase the Company's registered capital.

Where the reserve of the Company is used for making up losses, the discretionary reserve and statutory reserve shall be firstly used. If losses still cannot be made up, the capital reserve can be used according to the relevant provisions.

After converting statutory reserve into the increase of registered capital, the amount remaining in the statutory reserve will be no less than 25% of the Company's registered capital before such conversion.

The Company values reasonable returns on investment for shareholders, and the Company shall adopt a continuous and steady profit distribution policy with an emphasis on providing reasonable investment return to its shareholders and maintaining the sustainable development of the Company which is in compliance with the relevant laws and regulations. The Company may distribute dividends in the form of cash or shares. Where the Company has distributable profits, the Board of Directors of the Company may, depending on its business and financial conditions, make a cash distribution dividend scheme and/or a share distribution dividend scheme.

Internal Audit

The Company implements an internal audit system, which specifies the leadership system, responsibilities and authorization, staffing, financial security, use of audit results and accountability for internal audit work.

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

The Company's internal audit institution shall supervise and inspect the Company's business activities, risk management, internal controls, financial information, and other matters.

The internal audit institution shall be accountable to the Board of Directors.

During the supervision and inspection of the Company's business activities, risk management, internal controls, and financial information, the internal audit institution shall accept the supervision and guidance of the Audit Committee. If the internal audit institution discovers relevant major issues or clues, it shall report directly to the Audit Committee immediately.

The specific organization and implementation of the Company's internal control evaluation shall be the responsibility of the internal audit institution. The Company shall issue an annual internal control evaluation report based on the evaluation report and relevant materials issued by the internal audit institution and reviewed by the Audit Committee.

When the Audit Committee communicates with external audit units such as accounting firms and national audit institutions, the internal audit institution shall actively cooperate and provide necessary support and collaboration.

The Audit Committee shall participate in the evaluation of the person in charge of internal audit.

Appointment of Accounting Firm

The Company shall employ an accounting firm that complies with the provisions of the Securities Law and Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed to conduct accounting statement audit, net asset verification and other related consulting services. The employment period is one year, and can be renewed.

The appointment and dismissal of an accounting firm by the Company shall be decided by the shareholders' general meeting. The Board of Directors shall not appoint any accounting firm prior to the approval of the shareholders' general meeting.

The Company shall guarantee to provide the accounting firm it employs with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting materials, and shall not refuse, conceal or make false statements.

The auditing fees payable to the accounting firm shall be determined by the shareholders' general meeting.

The Company shall notify the accounting firm ten days in advance when dismissing or no longer renewing the accounting firm. The accounting firm shall be allowed to state its opinions when the shareholders' general meeting votes on dismissing the accounting firm.

If the accounting firm proposes to resign, it shall explain to the shareholders' general meeting whether the Company has any improper situation.

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

Merger, Division, Capital Increase and Capital Reduction

The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity.

One company absorbing another company is merger by absorption, and the Company being absorbed shall be dissolved. Merger of two or more companies through establishment of a new company is merger by establishment of a new entity, and the parties to the merger shall be dissolved.

If the consideration paid for the merger does not exceed 10% of the Company's net assets, it may be implemented without a resolution of the shareholders' general meeting, except as otherwise provided in the Articles of Association.

Where a merger is effected without a shareholders' general meeting resolution in accordance with the preceding paragraph, it shall be subject to a resolution of the Board of Directors.

A merger agreement shall be signed by merging companies and the involved companies shall prepare respective balance sheets and schedules of assets. The companies shall within ten days of the date of passing the resolution approving the merger notify their respective creditors and publicly announce the merger in newspapers or on the National Enterprise Credit Information Publicity System within thirty days.

A creditor may, within thirty days of receipt of the notification, or within forty-five days of the date of the announcement if he/she has not received the notification, request the Company to settle any outstanding debts or provide relevant guarantees.

In case of a merger, the claims and debts of the merging parties shall be assumed by the surviving or the new company.

In case of a division, the Company's assets shall be divided accordingly.

In case of a division, a balance sheet and a schedule of assets shall be prepared. When a resolution regarding the Company's division is approved, the Company should notify all its creditors within ten days of the date of passing such resolution and publicly announce the division in newspapers or through the National Enterprise Credit Information Publicity System within thirty days.

The liabilities of the Company which have accrued prior to the division shall be jointly borne by the divided companies, unless an agreement in writing is reached with creditors before the Company's division in respect of the settlement of debts.

The Company will prepare a balance sheet and a schedule of assets when it reduces its registered capital.

The Company shall, within ten days of the date of passing the resolution approving the reduction of the registered capital at the shareholders' general meeting, notify its creditors and publicly announce the reduction in newspapers or through the National Enterprise Credit Information Publicity System within thirty days. A creditor may, within thirty days of receipt of the notification, or within forty-five days of the date of the announcement if he/she has not received the notification, request the Company to settle any outstanding debts or provide relevant guarantees.

When reducing its registered capital, the Company shall reduce the capital contribution or shares held by shareholders in proportion to their shareholdings, unless otherwise provided by law or the Articles of Association.

Dissolution and Liquidation

The Company may be dissolved for the following reasons:

(i) the term of business operation as stipulated by the Articles of Association expires or other circumstances for dissolution as stipulated by the Articles of Association arise;

(ii) the shareholders' general meeting resolves to dissolve the Company;

(iii) dissolution is necessary as a result of the merger or division of the Company;

(iv) the business license is revoked or it is ordered to close down or it is deregistered according to law;

(v) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding 10% or more of the voting rights of the Company may petition a People's Court to dissolve the Company.

If any of the causes for dissolution mentioned in the preceding paragraph arises, the Company shall publicize such cause for dissolution through the National Enterprise Credit Information Publicity System within ten days.

The Company may continue in existence by amending the Articles of Association or upon a resolution of the shareholders' general meeting under any of the circumstances prescribed in item (i) or (ii) of previous article and it has not distributed the assets to its shareholders. Any amendment to the Articles of Association or resolution of the shareholders' general meeting under the preceding paragraph shall be subject to the consent of shareholders with two-thirds or more of the voting rights present at the shareholders' general meeting.

Where the Company is to be dissolved pursuant to items (i), (ii), (iv) and (v) of the previous article, it shall be liquidated. The directors, who are the liquidation obligors of the company, shall form a liquidation committee to commence the liquidation process within fifteen days from the date when the event of dissolution occurs.

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

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.

During the liquidation period, the liquidation committee shall exercise the following functions and powers:

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

(ii) to issue to creditors the notice or announcements;

(iii) to deal with any outstanding businesses of the Company relating to the liquidation;

(iv) to pay outstanding taxes as well as taxes arising in the course of liquidation;

(v) to settle claims and debts;

(vi) to distribute the remaining assets of the Company after the repayment of debts;

(vii) to represent the Company in civil proceedings.

Within ten days of the establishment of the liquidation committee, the creditors shall be notified and an announcement shall be published in newspapers or through the National Enterprise Credit Information Publicity System within sixty days. Creditors shall file their claims with the liquidation committee within thirty days of receiving the notice, or within forty-five days of publication of the notice if any such creditor does not receive the notice.

In filing their claims, creditors shall provide all relevant details relating thereto and provide supporting materials. The liquidation committee shall make records of such claims.

The liquidation committee shall not pay out on any creditors' claims while such claims are still being filed.

After identifying the Company's assets and preparing the balance sheet and schedule of assets, the liquidation committee shall prepare a liquidation plan, which shall be submitted to the shareholders' general meeting or the People's Court for ratification.

After paying all liquidation expenses, staff wages, social insurance expenses and statutory compensation, outstanding taxes, and the Company's debts, the remaining assets shall be distributed to the shareholders in proportion to their respective shareholdings.

During the liquidation, the Company shall continue to exist, but shall not carry out business activities irrelevant to the liquidation.

The property of the Company shall not be distributed to any shareholder before full payments have been made out of the property in accordance with the preceding paragraph.

Where the liquidation committee, after identifying the Company's assets and preparing the balance sheet and schedule of assets, discovers that the Company does not have sufficient assets to repay the Company's debts in full, the liquidation committee shall file a bankruptcy liquidation with the People's Court in accordance with law.

After the People's Court accepts the application for bankruptcy, the liquidation committee shall turn over matters regarding the liquidation to the bankruptcy administrator designated by the People's Court.

Upon closure of liquidation of the Company, the liquidation committee shall prepare a liquidation report, which shall be submitted to the shareholders' general meeting or the People's Court for confirmation, and be submitted to the company registration authority to apply for cancellation of the Company's registration and announce the termination of the Company.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

(i) after amendments are made to the Company Law, other relevant laws, administrative regulations, Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, the Articles of Association run counter to the said amendments;

(ii) the conditions of the Company have changed, and such change is not covered in the Articles of Association;

(iii) the shareholders' general meeting has resolved to amend the Articles of Association.

Where the amendments to the Articles of Association passed by the shareholders' general meetings need the examination and approval of the competent authorities, these amendments shall be submitted thereto for approval. Where the amendment of the Articles of Association involves registration, it shall be necessary to carry out the lawfully prescribed procedures for registration change.

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

Amendments to the Articles of Association are information required to be disclosed by laws and regulations and shall be announced in accordance with such requirements.