This Appendix mainly provides [REDACTED] with an overview of the Articles of Association. Since the information below is a summary, it does not contain all the information that may be important to [REDACTED].

SHARES

Issuance of Shares

The Company's shares are in the form of stock.

The issuance of the Company's shares follows the principles of openness, fairness and justice. Each share of the same class shall have equal rights.

For stocks of the same categories issued at the same time, the issue conditions and price for each share shall be the same; the same price shall be paid for each of the shares subscribed by any unit or individuals.

The nominal value of the shares issued by the Company is denominated in Renminbi, with a nominal value of RMB1.00 per share. The shares issued by the Company and listed on the Shenzhen Stock Exchange are hereinafter referred to as "A Shares"; the shares issued by the Company and [REDACTED].

The A Shares issued by the Company are centrally deposited in the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited. [REDACTED].

INCREASE, DECREASE AND REPURCHASE OF SHARES

Increase and Decrease of Shares

The Company may increase its capital by the following methods in accordance with the needs of its operation and development, in compliance with laws, regulations and the securities regulatory rules of the place where the Company's shares are [REDACTED], and upon resolutions passed by the Shareholders' meeting:

(i) issuing shares to unspecified persons;
(ii) issuing shares to specified persons;
(iii) distributing bonus shares to existing shareholders;
(iv) converting capital reserve into share capital;
(v) other methods prescribed by laws, administrative regulations, the CSRC, and the stock exchange of the place where the Company's shares are [REDACTED].

The Company may decrease registered capital. The decrease of the Company's registered capital shall be carried out in accordance with the procedures stipulated by the Company Law and other relevant regulations and the Articles of Association.

Repurchase of Shares

The Company shall not repurchase its own shares, except in any of the following circumstances, provided that such repurchase does not violate the provisions of the securities regulatory authorities of the place where the Company's shares are [REDACTED], the Hong Kong Listing Rules and the SZSE Listing Rules:

(i) to reduce the Company's registered capital;
(ii) to merge with other companies holding the Company's shares;
(iii) to use the shares for employee stock ownership plans or equity incentives;
(iv) to repurchase shares from shareholders who object to the resolutions on the Company's merger or division made by the Shareholders' meeting;
(v) to use the shares for converting corporate bonds issued by the Company into shares;

(vi) as necessary to safeguard the Company's value and the rights and interests of shareholders.

The Company may repurchase its own shares by means of public centralised trading or other means recognised by laws and regulations, the Hong Kong Listing Rules, the SZSE Listing Rules, the CRSC, and the stock exchange and securities regulatory authorities of the place where the Company's shares are [REDACTED].

If the Company repurchases its own shares under the circumstances set out in items (iii), (v) and (vi) above, it shall be conducted by means of public centralised trading.

If the Company repurchases its own shares under the circumstances set out in items (i) and (ii) above, resolutions related thereto shall be adopted at the Shareholders' meeting. If the Company repurchase its own shares under the circumstances set out in items (iii), (v) and (vi) above, resolutions related thereto shall be adopted at the Board meeting attended by more than two-thirds of the Directors as authorised by the Shareholders' meeting.

After the Company repurchases its own shares in accordance with the above provisions, it shall cancel the repurchased shares within ten days from the date of repurchase under the circumstances specified in item (i); it shall transfer or cancel the repurchased shares within six months under the circumstances specified in items (ii) and (iv); and it shall transfer or cancel the repurchased shares within three years under the circumstances specified in items (iii), (v), and (vi), provided that the total number of shares held by the Company shall not exceed 10% of the total number of shares issued by the Company. Where the Hong Kong Listing Rules, the SZSE Listing Rules, and the securities regulatory authorities of the place where the Company's shares are [REDACTED] have other provisions regarding the repurchase and other related matters, such provisions shall prevail.

Transfer of Shares

The Company's shares may be transferred in accordance with the law. All transfers of the H Shares shall be effected by transfer document in writing in a general or standard form or in any other form acceptable to the Board, including the standard transfer form or form of transfer specified by the Hong Kong Stock Exchange from time to time. Such transfer document may only be signed by hand or (where the transferor or transferee is a corporation) stamped with the Company's valid seal. If the transferor or transferee is a recognised clearing house as defined by the relevant provisions that come into effect from time to time according to the laws of Hong Kong or its nominee, the transfer document may be signed by hand or by machine. All transfer documents shall be kept at the legal address of the Company or such places as the Board may designate from time to time.

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

No transfer of the shares of the Company issued before its public offering of shares shall be made within 1 year from the date on which the shares of the Company are [REDACTED] and traded on the stock exchange.

The Directors and senior management members of the Company shall report to the Company their shareholdings and the changes thereof. During their term of office as determined at the time of appointment, the number of shares transferred by them each year shall not exceed 25% of the total number of shares of the same class in the Company held by them. The shares of the Company held by such persons shall not be transferred within 1 year from the date on which the shares of the Company are [REDACTED] and traded. Such persons shall not transfer the shares of the Company held by them within six months from the date of their resignations. If laws, administrative regulations, or the securities regulatory rules of the place where the Company's shares are [REDACTED] have other provisions on the transfer restrictions of the Company's shares, such provisions shall prevail.

Where Directors, senior management members of the Company, and shareholders holding more than 5% of the Company's shares sell their shares or other securities of an equity nature held within 6 months after purchase, or repurchase them within 6 months after sale, the proceeds derived therefrom shall belong to the Company, and the Board of Directors shall recover the proceeds, except for the securities companies holding more than 5% of the shares as a result of underwriting the purchase of the remaining shares after the sale and other circumstances specified by CSRC and the Hong Kong Stock Exchange. If laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are [REDACTED] have other provisions, such provisions shall prevail.

The shares or other securities of an equity nature held by Directors, senior management members and natural person shareholders referred to in the preceding paragraph include the shares or other securities of an equity nature held by their spouses, parents and children, as well as shares or other securities of an equity nature held through the account of others.

If the Board of Directors does not abide by the provisions of the first paragraph of this Article, shareholders shall have the right to request the Board to do so within 30 days. If the Board of Directors fails to do so within the said period, shareholders shall have the right to file a lawsuit directly with the People's Court in their own name for the benefit of the Company.

If the Board of Directors does not abide by the provisions of the first paragraph of this Article, the responsible Directors shall be jointly and severally liable in accordance with the law.

Where the Articles of Association do not stipulate matters concerning changes in shareholdings and disclosure of Directors and senior management members of the Company, the provisions of relevant laws, administrative regulations, normative documents, and the Company's relevant systems shall apply.

SHAREHOLDERS AND SHAREHOLDERS' MEETING

Shareholders

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

The Company shall enter into a securities registration and service agreement with the securities depository institution, make regular inquiries about the information on major shareholders and the changes in shareholdings (including equity pledges) of major shareholders, and keep abreast of the Company's shareholding structure.

Any shareholder registered in the register of shareholders of H shares or any person who requests that his/her name be registered in the register of shareholders of H shares may apply to the Company for a new share to be reissued for the share if his/her share is lost. If H shareholders lose his/her shares and apply for a reissue, the matter may be handled in accordance with the laws of the place where the original copy of the shareholder register of H shares is kept, the rules of the stock exchange, or other relevant regulations.

When the Company convenes a Shareholders' meeting, distributes dividends, enters into liquidation and engages in other activities that require determination of identity of a shareholder, the Board or the convenor of a Shareholders' meeting shall determine the shareholding registration date, and shareholders registered on the register of shareholders after the close of market on such date shall be the shareholders entitled to the relevant interests.

Shareholders of the Company shall enjoy the following rights:

(i) to receive distribution of dividends and other forms of benefits according to the proportion of shares held;
(ii) to legally require, convene, preside over, participate in or appoint a shareholder proxy to attend the Shareholders' meeting and exercise corresponding voting rights;
(iii) to supervise the operations of our Company and make suggestions or inquiries;
(iv) to transfer, grant and pledge the Company's shares held in accordance with the laws, administrative regulations and the Articles of Association;
(v) to inspect and copy the Articles of Association, register of shareholders, minutes of Shareholders' meetings, resolutions of the Board meetings, financial and accounting reports and accounting books and vouchers of the Company accessible to eligible shareholders;
(vi) to participate in the distribution of the remaining assets of the Company according to the proportion of shares held upon our termination or liquidation;
(vii) to acquire the shares of shareholders who have voted against the resolutions on the merger or division of the Company at a Shareholders' meeting upon their request;
(viii) other rights stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company's shares are [REDACTED] or the Articles of Association.

Where shareholders request for inspection of the relevant information or obtain information as aforementioned, they shall provide the Company with written documents evidencing the class and number of shares in the Company they hold. Upon verification of the shareholder's identity, the Company shall provide information as requested by such shareholder.

If the content of the resolutions at the Shareholders' meeting and the resolutions of the Board meeting is in violation of laws and administrative regulations, shareholders are entitled to request the People's Court to identify them invalid.

If the procedures for convening the Shareholders' meeting or the Board meeting or the voting methods violate laws, administrative regulations, or the Articles of Association, or if the content of the resolutions violates the Articles of Association, shareholders have the right to request the People's Court to revoke the resolutions within sixty days from the date the resolutions are made. However, if the procedures for convening the Shareholders' meeting or the Board meeting or the voting methods have only minor defects and do not have a substantial impact on the resolutions, this provision does not apply.

For any dispute on the validity of Shareholders' meeting resolution, the Board, shareholders and other relevant parties shall timely file a litigation to the People's Court. Before the People's Court renders a judgement or ruling to withdraw the resolution, the parties shall perform the Shareholders' meeting resolution. The Company, its Directors and senior management members shall perform their duties practically, to ensure normal operation of the Company.

If the People's Court renders a judgement or ruling on the relevant matters, the Company shall perform its obligation of information disclosure under the laws, administrative regulations, rules of the CSRC and the stock exchange, fully describing the influence, and shall actively cooperate in the performance of the judgement or ruling once effective. To rectify previous defects, the Company shall timely handle and perform its obligation of corresponding information disclosure.

Under any of the following circumstances, the resolutions of the Shareholders' meeting or the Board meeting of the Company shall be invalid:

(i) no Shareholders' meeting or Board meeting has been convened to approve the resolution;
(ii) the resolution has not been voted on at the Shareholders' meeting or the Board meeting;
(iii) the number of attendees at the meeting or the number of voting rights held has not reached the required number of attendees or voting rights as stipulated in the Company Law or the Articles of Association;
(iv) the number of attendees approving the matters to be resolved or the number of voting rights held by such persons has not reached the required number of attendees or voting rights as stipulated in the Company Law or the Articles of Association.

In the event of any loss caused to the Company as a result of violation of any laws, administrative regulations or Articles of Association by the Directors or senior management members other than members of the Audit Committee when performing their duties in the Company, the Shareholders holding 1% or more shares of the Company individually or jointly for 180 consecutive days or more shall have the right to make a written request to the Audit Committee to file an action with the People's Court; where the members of the Audit Committee violate laws, administrative regulations, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company's shares are [REDACTED], or the Articles of Association in their duty performance and cause losses to the Company, the Shareholders may submit a written request to the Board of Directors to file an action with the People's Court.

In the event that the Audit Committee or the Board of Directors refuses to file an action upon receipt of the Shareholders' written request specified in the preceding paragraph, or fails to file an action within 30 days upon receipt thereof, or in the event that the failure to immediately file an action in an emergency case will cause irreparable damage to the interests of the Company, the Shareholders specified in the preceding paragraph may, in their own name, directly file an action with the People's Court for the interest of the Company.

Where other parties infringe upon the lawful interests of the Company resulting in losses to the Company, the Shareholders stipulated in the first paragraph of this Article may file an action with the People's Court in accordance with the provisions of the preceding two paragraphs.

Where the Directors, the Supervisors or senior management members of a wholly-owned subsidiary of the Company violate the provisions of laws, administrative regulations, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company's shares are [REDACTED], or the Articles of Association during the performance of their duties and cause losses to the Company, or if other parties infringe upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and cause losses, the shareholders holding 1% or more shares of the Company individually or jointly for 180 consecutive days or more, in accordance with the provisions of the first three paragraphs of this Articles of Association, are entitled to request the supervisory board and the Board of Directors of the wholly-owned subsidiary to file an action with the People's Court in writing or directly file an action with the People's Court in their own name.

In the event that Directors or senior management members violate laws, administrative regulations, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company's shares are [REDACTED], or the Articles of Association, thereby damaging the interests of the shareholders, shareholders may file an action with the People's Court.

The shareholders of the Company shall assume the following obligations:

(i) to comply with the laws, administrative regulations and the Articles of Association;
(ii) to pay capital contribution as per the shares subscribed for and the method of subscription;
(iii) not to withdraw shares unless in the circumstances stipulated by laws and regulations;

(iv) not to abuse shareholder's rights to harm the interests of the Company or other shareholders; not to abuse the Company's position as a independent legal entity and shareholder's limited liability to harm the interests of the creditors of the Company;
(v) to fulfil other obligations stipulated by the laws, administrative regulations and the Articles of Association.

If any shareholder of the Company abuses his/her shareholder's right, thereby causing any loss to the Company or other shareholders, the said shareholder shall be liable for compensation according to the laws. If any shareholder of the Company abuses the Company's position as a independent legal entity and shareholder's limited liability for the purpose of evading repayment of debts, thereby severely damaging the interests of the creditors of the Company, the said shareholder shall bear joint liabilities for the Company's debts.

General Provisions on Shareholders' Meeting

The Shareholders' meeting is the Company's authority and shall exercise the following powers according to law:

(i) to elect and replace the Directors who are not employee representatives, and decide on matters related to their remuneration;
(ii) to consider and approve the Board of Directors' report;
(iii) to consider and approve the Company's profit distribution plan and plans for making up losses;
(iv) to make resolutions on the Company's increase or decrease of registered capital;
(v) to make resolutions on the issuance of corporate bonds;
(vi) to make resolutions on the Company's merger, division, dissolution, liquidation, or change of corporate form;
(vii) to amend the Articles of Association;
(viii) to make resolutions on the appointment and dismissal of accounting firms undertaking the Company's audit business;
(ix) to consider and approve the guarantee matters stipulated in Article 47 of the Articles of Association;
(x) to consider matters related to the Company's purchase or sale of major assets within one year exceeding 30% of the Company's total assets derived from the latest audited consolidated financial statements;
(xi) to consider and approve changes in the use of proceeds raised;
(xii) to consider and approve equity incentive plans and employee stock ownership plans;
(xiii) to consider other matters that should be decided by the Shareholders' meeting as stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company's shares are [REDACTED] or the Articles of Association.

The following external guarantee behaviours of the Company must be considered and approved by the Shareholders' meeting:

(i) any single guarantee with an amount exceeding 10% of the Company's net assets derived from the latest audited consolidated financial statements;
(ii) any guarantee provided after the total amount of external guarantees of the Company and its holding subsidiaries has exceeded 50% of the Company's net assets derived from the latest audited consolidated financial statements;
(iii) any guarantee provided to a guarantee object with a debt-to-asset ratio exceeding 70%;
(iv) the amount of guarantees provided for 12 consecutive months exceeding 50% of the Company's net assets derived from the latest audited consolidated financial statements and the absolute amount exceeding RMB50 million;
(v) any guarantee with an amount of guarantees provided for 12 consecutive months exceeding 30% of the Company's total assets derived from the latest audited consolidated financial statements;

(vi) any guarantee provided to shareholders, actual controllers and their related parties;
(vii) any guarantee provided after the total amount of external guarantees of the Company has exceeded 30% of the total assets derived from the latest audited consolidated financial statements;
(viii) other external guarantee matters stipulated by laws, regulations, normative documents, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company's shares are [REDACTED], or the Articles of Association which are subject to consider and approval by the Shareholders' meeting.

Where the Company provides guarantee for a wholly-owned subsidiary, or provides guarantee for a controlling subsidiary and other shareholders of the controlling subsidiary provide guarantee in an equal proportion according to their interests, and such guarantee falls under circumstances (i) to (iv) of the preceding paragraph, it may be exempted from submission to the Shareholders' meeting for consideration, unless otherwise provided in the Articles of Association.

When the Board of Directors considers the guarantee matters, such guarantees are required to be passed by more than two-thirds of Directors attending the Board meeting. When the guarantees specified in item (v) of the preceding paragraph are considered at the Shareholders' meeting, they shall be passed by more than two-thirds of voting rights held by the shareholders attending the meeting. The external guarantees other than the circumstances mentioned above shall be considered and approved by the Board of Directors of the Company.

When considering the resolution of providing guarantee to shareholders, actual controller and their related parties thereof at the Shareholders' meeting, such shareholders or shareholders controlled by such actual controller shall not vote on such resolution. Such resolution requires a simple majority of the voting rights of other shareholders attending the Shareholders' meeting to be passed.

If the relevant entity violates the authority of the Shareholders' meeting or the Board of Directors in approving external guarantees, and breaches the approval authority or consideration procedures, the Company has the right to hold such entity accountable in accordance with the law.

The Shareholders' meeting is divided into annual Shareholders' meetings and extraordinary Shareholders' meetings. The annual Shareholders' meeting shall be held once a year and shall be held within six months after the end of the previous fiscal year.

Under any of the following circumstances, the Company shall hold an extraordinary Shareholders' meeting within two months from the date of occurrence of the circumstance:

(i) when the number of Directors is less than the number stipulated by the Company Law or two-thirds of the number stipulated by the Articles of Association;
(ii) when the Company's unrecovered losses reach one-third of the total share capital;
(iii) when shareholders who individually or jointly hold more than 10% of the Company's shares make such request;
(iv) when the Board of Directors deems it necessary;
(v) when the Audit Committee proposes to convene;
(vi) other circumstances stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company's shares are [REDACTED] or the Articles of Association.

The Company shall convene a Shareholders' meeting at its domicile or at other place as may be specified in the notice of Shareholders' meeting.

The Shareholders' meeting shall set up a venue and be held in the form of on-site meetings. The Company will also provide Internet, telephone, video or other means of participation to facilitate shareholders' participation in Shareholders' meetings. Shareholders who participate in the Shareholders' meeting through the above means shall be deemed to be present.

The time and venue of the on-site meeting shall be convenient for shareholders to attend. After the notice of the Shareholders' meeting has been issued, the venue for holding the on-site Shareholders' meeting shall not be changed without a justifiable reason. If a change is necessary, the convener shall announce the change at least two working days prior to the date when the on-site meeting is to be held and explain the reasons. If the securities regulatory rules of the place where the Company's shares are [REDACTED] have special provisions on the procedures for postponing or cancelling the Shareholders' meeting, such provisions shall prevail, provided that they are not in violation of the domestic regulatory requirements.

The Company will appoint lawyers to issue legal opinions and make public announcements on the following issues when convening Shareholders' meeting:

(i) whether the convening and convening procedures of the meeting comply with laws, administrative regulations and the Articles of Association;
(ii) whether the qualifications of the participants and conveners are legal and valid;
(iii) whether the voting procedures and voting results of the meeting are legal and valid;
(iv) Legal opinions on other related issues as requested by the Company.

Convening of Shareholders' Meeting

The Board of Directors shall convene the Shareholders' meeting on time within the prescribed time limit.

With the approval of a majority of all independent Directors, the independent Director shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. With respect to the proposal of the independent Director requesting the convening of an extraordinary general meeting, the Board of Directors shall give written feedback on whether or not to agree to the convening of an extraordinary general meeting within 10 days after receiving the proposal, in accordance with laws, administrative regulations and the Articles of Association. If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the Shareholders' meeting within 5 days after making the resolution of the Board of Directors; if the Board of Directors does not agree to convene an extraordinary general meeting, it shall state the reasons and make a public announcement.

The Audit Committee shall have the right to propose to the Board of Directors to convene an extraordinary general meeting, and shall submit such proposal to the Board of Directors in writing. The Board of Directors shall give written feedback on whether or not to agree to convene an extraordinary general meeting within 10 days after receiving the proposal, in accordance with laws, administrative regulations, the Hong Kong Listing Rules, the SZSE Listing Rules and the securities regulatory rules of the place where the Company's shares are [REDACTED] and the Articles of Association.

If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the Shareholders' meeting within 5 days after making the resolution of the Board of Directors. Any change to the original proposal in the notice shall be approved by the Audit Committee.

If the Board of Directors does not agree to convene an extraordinary general meeting, or fails to give written feedback within 10 days after receiving the proposal, it shall be deemed that the Board of Directors is unable or does not perform the duty of convening the Shareholders' meeting, and the Audit Committee may convene and preside over the meeting on its own.

Shareholders who individually or collectively hold more than 10% of the shares (including preference shares with restored voting rights) of the Company shall have the right to request the Board of Directors to convene an extraordinary general meeting and shall submit such request to the Board of Directors in writing. The Board of Directors shall provide written feedback on whether or not to agree to convene an extraordinary general meeting within 10 days after receiving the request, in accordance with laws, administrative regulations, the Hong Kong Listing Rules, the SZSE Listing Rules, and the securities regulatory rules of the place where the Company's shares are [REDACTED] and the Articles of Association.

If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice convening the Shareholders' meeting within 5 days after making the resolution of the Board of Directors. Any change in the original request in the notice shall obtain the consent of the relevant shareholders.

If the Board of Directors does not agree to convene an extraordinary general meeting, or fails to give feedback within 10 days after receiving the request, shareholders who individually or collectively hold more than 10% of the shares (including preference shares with restored voting rights) of the Company shall have the right to propose to the Audit Committee to convene an extraordinary general meeting, and shall submit a request to the Audit Committee in writing.

If the Audit Committee agrees to convene an extraordinary general meeting, it shall issue a notice of convening the Shareholders' meeting within 5 days after receiving the request, and any change in the original request in the notice shall obtain the consent of the relevant shareholders.

If the Audit Committee fails to issue a notice of the Shareholders' meeting within the prescribed time, it shall be deemed that the Audit Committee has failed to convene and preside over the Shareholders' meeting. Shareholders who individually or collectively hold more than 10% of the shares (including preference shares with restored voting rights) of the Company for more than 90 consecutive days may convene and preside over the Shareholders' meeting by themselves.

If the Audit Committee or shareholders decide to convene the Shareholders' meeting on their own, they shall notify the Board of Directors in writing and complete filings to the stock exchange.

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

Before the announcement of the resolution of the Shareholders' meeting, the shareholding ratio (including preference shares with restored voting rights) of the convening shareholders shall not be less than 10%.

The Board of Directors and the Board secretary shall cooperate with the Shareholders' meeting convened by the Audit Committee or shareholders themselves. The Board of Directors shall provide a register of shareholders as at the shareholding registration date.

The Company shall bear the expenses necessary for Shareholders' meeting convened by the Audit Committee or shareholders themselves.

Proposals and Notices of Shareholders' Meeting

The content of the proposal of Shareholders' meeting shall fall within the scope of power of the Shareholders' meeting, have clear topics and specific resolutions, and comply with the relevant provisions of laws, administrative regulations and the Articles of Association.

When the Company convenes a Shareholders' meeting, the Board of Directors, the Audit Committee and shareholders holding more than 1% of the shares (including preference shares with restored voting rights) of the Company individually or jointly shall have the right to put forward proposals to the Company.

Shareholders who individually or collectively hold more than 1% of the shares (including preference shares with restored voting rights) of the Company may put forward temporary proposals and submit them to the convener in writing 10 days before the Shareholders' meeting. The convener shall, issue a supplementary notice of the Shareholders' meeting within two days of receiving the proposal, announce the content of the temporary proposal, and submit the temporary proposal to the Shareholders'meeting for review. However, temporary proposals that violate laws, administrative regulations, or the Articles of Association, or do not fall within the scope of the Shareholders' meeting's authority, shall be excluded.

Except for the circumstances stipulated in the preceding paragraph, the convener shall not modify the proposals already listed in the notice of the Shareholders' meeting or add new proposals after issuing the notice of the Shareholders' meeting.

For the publication of the supplementary notice of the Shareholders' meeting, if there are special provisions under the securities regulatory rules of the place where the Company's shares are [REDACTED], such provisions shall prevail, provided that the Company Law, the PRC Securities Law, the Trial Measures and other relevant applicable laws and regulations in the PRC are not violated. If the Shareholders' meeting is postponed due to the publication of supplementary notice of the Shareholders' meeting in accordance with the provisions of the securities regulatory rules of the place where the Company's shares are [REDACTED], the convening of the Shareholders' meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the Company's shares are [REDACTED].

Proposals not listed in the notice of the Shareholders' meeting or not in compliance with the Articles of Association shall not be voted on or resolved at the Shareholders' meeting.

The convener shall notify each shareholder by way of an announcement 20 days before the annual Shareholders' meeting, and the extraordinary general meeting shall notify each shareholder by way of an announcement 15 days before the meeting. Where laws, regulations, the Hong Kong Listing Rules, the SZSE Listing Rules, and the securities regulatory authorities of the place where the Company's shares are [REDACTED] have other provisions, such provisions shall prevail.

The date of the meeting shall not be included in the calculation of the commencement period.

The notice of the Shareholders' meeting shall include the following content:

(i) the time, place and duration of the meeting;
(ii) the matters and proposals to be reviewed at the meeting;
(iii) a clear statement that all shareholders are entitled to attend the Shareholders' meeting and may appoint a proxy in writing to attend the meeting and vote, and the proxy of shareholder does not need to be a shareholder of the Company;
(iv) the record date for shareholders entitled to attend the Shareholders' meeting;
(v) the name and telephone number of the standing contact person for the meeting;
(vi) the time and procedure for voting by network or other means; and
(vii) Other circumstances specified by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the SZSE Listing Rules, or the securities regulatory rules of the place where the Company's shares are [REDACTED].

The notice of the Shareholders' meeting and the supplementary notice shall fully and completely disclose all the specific contents of all proposals.

The start time of voting by network or other means at the Shareholders' meeting shall not be earlier than 3:00 p.m. on the day before the on-site Shareholders' meeting, nor later than 9:30 a.m. on the day of the on-site Shareholders' meeting, and the end time shall not be earlier than 3:00 p.m. on the day of the on-site Shareholders' meeting.

The interval between the shareholding registration date and the date of the meeting shall not be more than 7 working days. Once the shareholding registration date is confirmed, it shall not be changed.

If the election of Directors is to be discussed at the Shareholders' meeting, the notice of the Shareholders' meeting shall fully disclose the detailed information of the candidates for Directors, including at least the following contents:

(i) if there are any circumstances in which the candidates are not allowed to be nominated as Directors; personal information such as educational background, work experience, concurrent positions and the directorship (including independent non-executive Director) of in other listed companies; specific details about their employment with the shareholders, de facto controllers of the Company, etc. and their appointment as Directors, supervisors or senior management members in other organisations in the last five years;

(ii) whether they are connected with the Company, or with the controlling shareholders and de facto controllers of the Company, the shareholders holding more than 5% of shares of the Company and their de facto controllers, with other Directors and the senior management members of the Company;

(iii) the number of shares held in the Company;

(iv) whether they have been punished by the CSRC or other relevant authorities or been reprimanded by a stock exchange; whether they have been investigated by judiciary authorities for suspected crimes or inspected by the CSRC or other regulatory authorities for suspected violation of laws or regulations and there has been no conclusion yet; if yes, the convener shall disclose the details of the aforementioned circumstances, reasons for recommending the candidates, whether there would be any impact on the regular operation and corporate governance of a listed company and the Company's countermeasures therefor;

(v) whether they possess the qualifications required by the laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules, the securities regulatory rules of the places where the Company's shares are [REDACTED] or the Articles of Association;

(vi) whether the candidates conducted any act of dishonesty; and

(vii) the information of the Directors appointed, or reappointed or transferred that must be disclosed according to the provisions of the Hong Kong Listing Rules.

Except for the election of Directors by cumulative voting system, each candidate for Director shall submit a single proposal.

After the notice of the Shareholders' meeting has been given, the Shareholders' meeting shall not be postponed or cancelled without justifiable reasons, and the proposals specified in the notice of the Shareholders' meeting shall not be cancelled. In case of postponement or cancellation, the convener shall send an announcement at least 2 working days before the scheduled date and explain the reasons. Where the securities regulatory rules of the place where the Company's shares are listed have special provisions on the procedures for postponing or cancelling the Shareholders' meeting, such provisions shall prevail on the premise of not violating the domestic regulatory requirements.

Holding of Shareholders' Meeting

The Company's Board of Directors and other conveners shall take necessary measures to ensure the normal order of the Shareholders' meeting. Measures shall be taken to stop any behaviour that interferes with the operation of the meeting, provokes troubles and infringes upon the legitimate rights and interests of shareholders, which shall also be reported to the relevant departments for investigation and punishment in a timely manner.

All shareholders who are registered as at the shareholding registration date, or their proxies, shall be entitled to attend the Shareholders' meeting and speak thereat, and exercise their voting rights in accordance with relevant laws, regulations, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company's shares are [REDACTED] and the Articles of Association. Neither the Company nor the convener shall refuse such attendance or speaking on any grounds, unless individual shareholders are required to waive their voting rights on certain matters under the securities regulatory rules of the place where the Company's shares are [REDACTED].

A shareholder may attend and vote at the Shareholders' meeting in person or by proxy.

Individual shareholders who attend the meeting in person shall present their ID card or other valid certificates and evidences that can show their identity; if they authorise others to attend the meeting, the proxy shall present their valid ID card and shareholder's power of attorney.

Corporate shareholders shall be represented at the meeting by the legal representative or a proxy authorised by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove its identity as the legal representative; proxies to attend the meeting shall present their personal identity cards, the written proxy statement (except for shareholders who are a Recognised Clearing House as defined under the relevant ordinances or securities regulatory rules of the place where the Company's shares are listed in force in the laws of Hong Kong from time to time (the "**Recognised Clearing House**")) legally issued by the legal representative of the corporate shareholder. Shareholders shall have the right to speak and vote at Shareholders' meetings, except where individual shareholders are required by the Hong Kong Listing Rules to abstain from voting on individual matters.

If the shareholder is an Recognised Clearing House (or its proxy), such shareholder is entitled to appoint one or more persons it deems suitable to act as its proxy in any Shareholders' meeting and creditors' meeting, provided that, if more than one person is appointed as proxies, the power of attorney shall state the number and the class of shares represented by each of the proxies. The power of attorney shall be subject to the signature of the appointer of the Recognised Clearing House. The proxies so appointed may exercise rights (without certifying their due authorization by show of share certificate, notarised power of attorney and/or further evidence) on behalf of the Recognised Clearing House (or its proxy), and shall enjoy legal rights including the rights to speak and vote as other shareholders do, as if that proxy is an individual shareholder of the Company.

The proxy statement to appoint another person to attend the Shareholders' meeting by a shareholder shall contain the following:

(i) the name or title of the principal and the class and quantity of shares of the Company held;
(ii) the name or title of the proxy;
(iii) specific instructions of the shareholder, including instructions to vote for, against, or abstain on each approval matter listed on the agenda of the Shareholders' meeting;
(iv) the date of issuance and validity period of the power of attorney;
(v) the signature (or seal) of the principal. If the principal is a corporate shareholder, the corporate seal shall be affixed.

The proxy form shall be kept at the domicile of the Company or at other places designated in the notice of the meeting not less than 24 hours prior to the time appointed for the holding of the meeting or 24 hours prior to the time appointed for voting. Where the instrument appointing a proxy is signed by another person authorised by the principal, the power of attorney or other authorisation documents authorised to be signed shall be notarised. The notarised power of attorney or other authorisation documents and the instrument appointing a proxy shall be kept at the domicile of the Company or at other places designated in the notice of the meeting.

If the principal is a legal person, it shall be represented by its legal representative or a person authorised by a resolution of the Board of Directors or other decision-making body to attend the Company's Shareholders' meeting.

The Company shall be responsible for the preparation of the meeting attendance register. The meeting attendance register shall state the name (or name of the entity), personal identification number, number of shares with voting rights held or represented, name of person being represented (or name of the entity), and other matters of the persons attending the meeting.

The convener and the lawyer engaged by the Company shall jointly verify the legality of shareholders' qualifications according to the register of shareholders provided by the securities registration and settlement institution, and record the shareholders' names (or titles) and the number of shares held by them with voting rights. Before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of shares held by them with voting rights, the registration of meeting shall be terminated.

If the Shareholders' meeting requires Directors and senior management members to attend the meeting, the Directors and senior management members shall attend the meeting and accept shareholders' inquiries.

The Shareholders' meeting shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or unwilling to perform his/her duties, a Director elected by more than half of the Directors shall preside.

The Shareholders' meeting convened by the Audit Committee shall be presided over by the convener of the Audit Committee. If the convener of the Audit Committee is unable or unwilling to perform his/her duties, a member by more than half of the members of the Audit Committee shall preside.

The Shareholders' meeting convened by shareholders shall be presided over by the convener or a representative elected by the convener.

If the meeting chairperson violates the rules of procedure during the Shareholders' meeting, making it impossible to continue the meeting, the Shareholders' meeting may elect a person to act as the meeting chairperson with the consent of more than half of the voting rights held by the shareholders present at the meeting, and continue the meeting.

The Company shall formulate the rules of procedure of the Shareholders' meeting to specify in details the convening, holding and voting procedures of the Shareholders' meeting, including notice, registration, deliberation of proposal, voting, vote counting, announcement of voting results, formation of resolutions, minutes, the signing thereof and announcement, as well as the principles of authorization by the Shareholders' meeting to the Board of Directors, of which the contents shall be clear and specific. The rules of procedure of the Shareholders' meeting shall be an annex to the Articles and shall be formulated by the Board of Directors and approved at the Shareholders' meeting.

The Board of Directors shall give reports on their work in the past year to the Shareholders' meeting at the annual Shareholders' meeting. Each independent Director shall also make a report on his/her work.

The Directors and senior management members shall make reply and explanation to all queries and proposals of the shareholders at the Shareholders' meeting.

The chairman of the meeting shall announce the number of shareholders and proxies present at the meeting and the total number of shares carrying voting rights held by them before voting. The number of shareholders and proxies present in the meeting and the total number of shares carrying voting rights held by them shall be based on the registration for the meeting.

Minutes of the Shareholders' meeting shall be kept by the Board secretary.

The minutes shall contain the following details:

(i) time, place, agenda of meetings and names of the conveners;
(ii) the names of the chairman of the meeting, the Directors, general manager and other senior management members attending or present at the meeting;
(iii) the number of attending shareholders and proxies, their total number of shares with voting rights and the proportion of their shares to the total number of the Company's shares;
(iv) the review procedures, key points of speakers and resolution results of each proposal;
(v) the number of voting shares held by shareholders of A shares and shareholders of H shares attending the Shareholders' meeting, and proportion of total shares of the Company represented by such shares;
(vi) the voting breakdown of shareholders of A shares and shareholders of H shares for each resolution;
(vii) the inquiry opinions or recommendations of shareholders and the replies or elaborations thereon;

(viii) the names of lawyers, vote counters and vote scrutineer;
(ix) other contents being recorded in the minutes in accordance with the requirements of the Articles of Association.

The convenor shall warrant that the contents of the minutes are true, accurate and complete. The Directors, the Board secretary, the convenor or their proxies attending the meeting, the chairman of the meeting shall sign on the minutes and ensure that the minutes are true, accurate and complete. The minutes, record of attendance of the shareholders, the proxy statement and valid information on online and other ways of votings shall be kept all together for a period of not less than 10 years.

The convenor shall ensure the continuation of the Shareholders' meeting until a final resolution is reached. In the event of special reasons such as force majeure causing the interruption of the Shareholders' meeting or no resolution can be made, necessary measures shall be adopted to restore the convening of the Shareholders' meeting at the earliest possible or to directly terminate the Shareholders' meeting and make announcement/report in a timely manner, in accordance with laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules, the SZSE Listing Rules, or the securities regulatory rules of the place where the Company's shares are [REDACTED]. The convenor shall at the same time report to the branch office of the CSRC and the stock exchange at the place where the Company is domiciled.

Voting and Resolutions at the Shareholders' Meeting

Resolutions of the Shareholders'meeting are divided into ordinary resolutions and special resolutions.

An ordinary resolution of the Shareholders' meeting shall be passed by more than half of the voting rights held by the shareholders (including shareholder proxies) present at the meeting.

A special resolution of the Shareholders' meeting shall be passed by more than two-thirds of the voting rights held by the shareholders (including shareholder proxies) present at the meeting.

The following matters shall be passed by the Shareholders' meeting as ordinary resolutions:

(i) the work report of the Board of Directors;
(ii) the profit distribution plan and loss recovery plan proposed by the Board of Directors;
(iii) the appointment and dismissal of board members and their remuneration and payment methods;
(iv) Other matters except those that, as stipulated by laws, administrative regulations, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company's shares are [REDACTED], or the Articles of Association, shall be passed by a special resolution.

The following matters shall be passed by the Shareholders'meeting as special resolutions:

(i) the increase or decrease of the Company's registered capital;
(ii) the division, merger, dissolution, and liquidation of the Company, or change in the organisational form of the Company;
(iii) listing of a subsidiary by division;
(iv) amendments of the Articles of Association and its' attachments (including rules of procedure for the Shareholders'meeting, rules of procedure for the Board of Directors);
(v) the purchase and disposal of material assets by the Company within one year or guarantee amount exceeding 30% of the Company's total assets derived from the latest audited consolidated financial statements;
(vi) the share incentive schemes;
(vii) issuance of shares, convertible corporate bonds, preferred shares and other kinds of securities recognised by the CSRC;
(viii) share repurchased to reduce registered capital;
(ix) material assets reorganisation;

(x) a resolution of the shareholders' meeting of the Company to voluntarily withdraw the listing of its shares for trading on the Shenzhen Stock Exchange and/or The Stock Exchange of Hong Kong Limited, and a decision not to trade on an exchange or instead to apply for trading or transfer on other trading venues;

(xi) other matters stipulated by laws, administrative regulations, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company's shares are [REDACTED], or the Company's Articles of Association, and matters identified by an ordinary resolution of the shareholders' meeting as having a material impact on the Company and requiring adoption by a special resolution.

The proposals referred to in items (iii) and (x) of the preceding paragraph, in addition to being approved by more than two-thirds of the voting rights held by shareholders present at the shareholders' meeting, must also be approved by more than two-thirds of the voting rights held by shareholders other than the Company's Directors, senior management and shareholders individually or collectively holding 5% or more of the Company's shares present at the meeting. For the purposes of this Article, the A shares and H shares of the Company are deemed to be the same class of shares.

Shareholders (including shareholder proxies) exercise their voting rights based on the number of voting shares they represent, with one share enjoying one vote.

When the shareholders' meeting deliberates on material matters affecting the interests of small and medium investors, the votes of small and medium investors shall be counted separately. The results of the separate count shall be publicly disclosed in a timely manner.

The Company's own shares held by the Company have no voting rights, and such shares are not counted in the total number of voting shares present at the shareholders' meeting.

Where a shareholder purchases voting shares of the Company in violation of the provisions of Article 63, paragraphs 1 and 2 of the PRC Securities Law, the portion of shares exceeding the prescribed proportion shall not be entitled to voting rights for thirty-six months from the date of purchase, and shall not be counted in the total number of voting shares present at the shareholders' meeting. According to laws, regulations, the Hong Kong Listing Rules, the SZSE Listing Rules and other regulatory rules of the place where the Company's shares are listed, if any shareholder is required to abstain from voting on a particular resolution, or if any shareholder is restricted to only voting in favour (or against) a particular resolution, then votes cast by such shareholders or their proxies in violation of such requirements or restrictions shall not be counted in the total number of voting shares.

The Company's Board of Directors, independent Directors, shareholders holding more than one percent of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations, CSRC provisions, the Hong Kong Listing Rules, the SZSE Listing Rules, or the securities regulatory rules of the place where the Company's shares are [REDACTED], may publicly solicit shareholders' voting rights. Solicitation of shareholders' voting rights shall fully disclose specific voting intentions and other information to the solicited persons. Solicitation of shareholders' voting rights for compensation or in a manner that is disguised as compensation is prohibited. Except as otherwise provided by law, the Company shall not impose a minimum shareholding percentage requirement for soliciting voting rights.

When the shareholders' meeting deliberates on related/connected transaction matters, related/connected shareholders shall not participate in the voting, and the number of voting shares they represent shall not be counted in the total valid votes; the announcement of the shareholders' meeting resolution shall fully disclose the voting results of non-connected shareholders.

When deliberating connected transactions, the procedures for abstention and voting by shareholders with a connected relationship are as follows:

(1) If a matter to be considered by the shareholders' meeting is related to a certain shareholder, that shareholder shall disclose their related relationship to the Company's Board of Directors before the date of the shareholders' meeting;
(2) When the shareholders' meeting deliberates on a related transaction matter, the meeting convener shall announce the shareholders with a related relationship and explain and clarify the related relationship between the related shareholder and the related transaction matter;
(3) The meeting convener shall announce that the related shareholders shall abstain, and the related transaction matter shall be considered and voted on by non-connected shareholders;
(4) A resolution on a connected matter must be passed by more than half or more than two-thirds of the voting shares held by non-related shareholders;
(5) If a related shareholder fails to disclose their related relationship or abstain from voting on a related matter in accordance with the above procedures, the resolution on that related matter shall be invalid, and a re-vote shall be conducted.

BOARD OF DIRECTORS

Directors

The Directors of the Company may include executive Directors, non-executive Directors and independent Directors. Non-executive Directors refer to Directors who do not hold management positions in the Company; independent Directors refer to persons who meet the requirements stipulated in Chapter V, Section 3 of the Company's Articles of Association. All independent non-executive Directors must also meet the independence requirements of the Hong Kong Listing Rules. The Company's Directors are natural persons. Directors shall possess the qualifications required by laws, administrative regulations, rules, and the securities regulatory rules of the place where the Company's shares are [REDACTED]. A person cannot serve as a Director of the Company under any of the following circumstances:

(i) No capacity for civil conduct or has limited capacity for civil conduct;
(ii) Has been subject to criminal punishment for corruption, bribery, embezzlement of property, misappropriation of property, or disrupting the socialist market economy order, or has been deprived of political rights due to a crime, where less than five years have elapsed since the completion of the sentence; or where a suspended sentence has been announced, less than two years have elapsed since the probation period ended;
(iii) Served as a Director, factory Director, or manager of a company or enterprise that was bankrupt and liquidated, and bore personal responsibility for the bankruptcy, where less than three years have elapsed since the completion of the bankruptcy and liquidation of that company or enterprise;
(iv) Served as the legal representative of a company or enterprise whose business licence was revoked or which was ordered to close due to a violation of law, and bore personal responsibility, where less than three years have elapsed since the revocation of the business licence or the date it was ordered to close;
(v) An individual who is listed as a dishonest person subject to enforcement by a People's Court due to failure to repay a relatively large personal debt when due;
(vi) Has been subject to a market entry ban by the CSRC, and the ban period has not yet expired;
(vii) Other circumstances specified by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the SZSE Listing Rules, or the regulatory rules of the place where the Company's shares are [REDACTED].

The election, appointment, or employment of a Director in violation of the foregoing provisions shall be invalid. If a Director develops any of the circumstances described in this Article during their term of office, the Company will remove them from their position and terminate their duties.

Directors are elected or replaced by the shareholders' meeting, and may be removed from office by the shareholders' meeting before the expiry of their term. Directors serve a term of three years and may be re-elected upon expiration of their term, provided that the consecutive term of an independent Director shall not exceed six years.

The term of a Director commences from the date they assume office and ends on the date the term of the current Board of Directors expires. If a Director's term expires and a re-election is not conducted in a timely manner, the original Director shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are [REDACTED] and the Company's Articles of Association, until a newly elected Director assumes office.

A Director may also serve as the general manager or another senior management member, but the total number of Directors concurrently serving as the general manager or another senior management member, as well as Directors elected as staff representatives, shall not exceed one-half of the total number of Directors of the Company.

Directors shall abide by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are [REDACTED] and the Company's Articles of Association. They shall take measures to avoid conflicts of interest between themselves and the Company, shall not use their positions to seek improper benefits, and owe the following duties of loyalty to the Company:

(i) Shall not misappropriate Company property or misuse Company funds;
(ii) Shall not deposit Company funds in accounts opened in their own name or in the names of others;
(iii) Shall not take advantage of their position and power to accept bribes or other illegal income;
(iv) Shall not, without reporting to the Board of Directors or the shareholders' meeting and obtaining approval by resolution of the Board of Directors or the shareholders' meeting in accordance with the Company's Articles of Association, directly or indirectly enter into contracts or conduct transactions with the Company;
(v) Shall not, by taking advantage of their position, seek business opportunities belonging to the Company for themselves or others, except where such opportunities are reported to the Board of Directors or the shareholders' meeting and approved by a resolution of the shareholders' meeting, or where the Company cannot take advantage of such business opportunities due to laws, administrative regulations, or the Company's Articles of Association;
(vi) Shall not, without reporting to the Board of Directors or the shareholders' meeting and obtaining approval by a resolution of the shareholders' meeting, operate for themselves or for others any business of the same type as that of the Company;
(vii) Shall not accept commissions from others' transactions with the Company as their own;
(viii) Shall not disclose Company secrets without authorisation;
(ix) Shall not use their related relationships to harm the interests of the Company;
(x) Other duties of loyalty stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the SZSE Listing Rules, the regulatory rules of the place where the Company's shares are [REDACTED] and the Company's Articles of Association.

Any income obtained by a Director in violation of the provisions of this Article shall belong to the Company; if losses are caused to the Company, they shall bear compensation liability.

Where close relatives of a Director or senior management member, enterprises directly or indirectly controlled by a Director or senior management member or their close relatives, or related/connected persons having other related/connected relationships with a Director or senior management member, enter into contracts or conduct transactions with the Company, the provisions of item (iv) above shall apply.

Directors shall abide by laws, administrative regulations and the Company's Articles of Association. When performing their duties, they shall exercise the reasonable care typically exercised by managers in the best interests of the Company, and owe the following duties of diligence to the Company:

(i) Shall exercise the powers granted by the Company prudently, conscientiously and diligently to ensure that the Company's business conduct complies with national laws, administrative regulations and various national economic policies, and that business activities do not exceed the scope of business specified in the business licence;
(ii) Shall treat all shareholders fairly;
(iii) Shall keep abreast of the Company's business operations and management status in a timely manner;
(iv) Shall sign written confirmation opinions on the Company's periodic reports, and ensure that the information disclosed by the Company is true, accurate and complete;
(v) Shall truthfully provide relevant information and materials to the audit committee, and shall not hinder the audit committee from exercising its powers;
(vi) Other duties of diligence stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the SZSE Listing Rules, the regulatory rules of the place where the Company's shares are [REDACTED] and the Company's Articles of Association.

A Director who fails to attend a Board of Directors meeting in person on two consecutive occasions, and also fails to appoint another Director to attend on their behalf, is deemed unable to perform their duties, and the Board of Directors shall recommend to the shareholders' meeting that such Director be replaced.

A Director may resign before the expiry of their term. A Director's resignation shall be submitted to the Company by a written resignation report. The Board of Directors will disclose relevant information within 2 days.

If a Director's resignation causes the Company's Board of Directors to fall below the minimum statutory number, or if an independent Director's resignation causes the proportion of independent Directors in the Board of Directors or its specialised committees to not comply with laws, regulations or the Company's Articles of Association, or if the Board of Directors lacks an accounting professional among its independent Directors, the original Director shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the SZSE Listing Rules, the regulatory rules of the place where the Company's shares are [REDACTED] and the Company's Articles of Association, until a newly elected Director assumes office.

If the resignation or removal of an independent Director results in the proportion of independent Directors in the Board of Directors or its specialised committees falling below the requirements stipulated in the Company's Articles of Association or relevant procedural rules, or if the Board lacks an accounting professional among its independent Directors, the independent Director shall continue to perform their duties until a new independent Director is appointed. The Company shall complete the by-election within 60 days from the date of occurrence of the aforementioned event.

Except for the circumstances described in the preceding paragraph, a Director's resignation becomes effective on the date the Company receives the resignation report.

The Company establishes a Director departure management system, specifying safeguard measures for recourse and compensation for unfulfilled public commitments and other outstanding matters after departure. A Director's resignation becomes effective or their term expires, they shall complete all handover procedures with the Board of Directors. Their duty of loyalty to the Company and shareholders does not automatically terminate upon expiry of their term but remains effective for a reasonable period stipulated in the Company's Articles of Association. The liability a Director should bear for performing their duties during their term of office is not exempted or terminated upon departure. Their obligation to maintain the confidentiality of the Company's trade secrets remains effective after their term ends until such secrets become public information. The duration of other duties shall be determined based on principles of fairness, considering the length of time between the event and departure and under what circumstances and conditions the relationship with the Company ended.

The shareholders' meeting may resolve to remove a Director, and such removal shall take effect on the date the resolution is made.

If a Director is removed before the expiry of their term without justifiable reason, the director may claim compensation from the Company.

Without authorization stipulated by the Company's Articles of Association or lawful authorisation by the Board of Directors, no Director may represent the Company or the Board of Directors in their own name. When a Director acts in their own name, and a third party could reasonably believe the Director is acting on behalf of the Company or the Board of Directors, the Director shall declare their position and identity in advance.

If a Director causes damage to others while performing Company duties, the Company shall bear compensation liability; if the Director acted with intent or gross negligence, they shall also bear compensation liability.

If a Director violates laws, administrative regulations, departmental rules, or the Company's Articles of Association while performing Company duties, causing losses to the Company, they shall bear compensation liability.

Board of Directors

The Company has a Board of Directors, which is responsible to the shareholders' meeting.

The Board of Directors shall consist of nine Directors, including 1 Director representing employees, three independent Directors, and shall have 1 Chairman.

The Board of Directors exercises the following powers:

(i) To convene shareholders' meetings and report on its work to them;
(ii) To implement resolutions passed at shareholders' meetings;
(iii) To determine the Company's operational plans and investment plans;
(iv) To formulate the Company's profit distribution plans and plans for making up losses;
(v) To formulate plans for increasing or decreasing the Company's registered capital, issuing bonds or other securities and listing;
(vi) To draft plans for major acquisitions, acquisition of the Company's shares, or merger, division, dissolution, or change of the Company's form;
(vii) To decide, within the authorisation scope of the shareholders' meeting, on matters such as the Company's external investments, purchases and sales of assets, asset pledges, external guarantees, entrustment of wealth management, connected transactions and external donations;
(viii) To establish the Company's internal management structure;

(ix) To appoint or dismiss the Company's general manager, Board secretary and other senior management members, and decide on their remuneration and rewards or penalties; to appoint or dismiss the deputy general manager, chief financial officer and other senior management members nominated by the general manager, and decide on their remuneration and rewards or penalties;
(x) To formulate the Company's basic management systems;
(xi) To formulate plans for amending the Company's Articles of Association;
(xii) To manage the Company's information disclosure matters;
(xiii) To propose to the shareholders' meeting the appointment or replacement of the accounting firm auditing the Company;
(xiv) To hear work reports from the Company's general manager and inspect the general manager's work;
(xv) Other powers conferred by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company's shares are [REDACTED], the Company's Articles of Association, or the shareholders' meeting.

Matters beyond the scope of authorisation delegated by the shareholders' meeting shall be submitted to the shareholders' meeting for consideration.

The Company's Board of Directors shall provide an explanation to the shareholders' meeting regarding any non-standard audit opinion on the Company's financial reports issued by certified public accountants.

The Board of Directors formulates the rules of procedure of the Board of Directors to ensure the Board implements resolutions of the shareholders' meeting, improves work efficiency, and ensures scientific decision-making. The rules of procedure of the Board of Directors stipulate the procedures for convening and voting of the Board of Directors, and shall be attached as an appendix to the Articles of Association, formulated by the Board of Directors and approved by the shareholders' meeting.

The Board of Directors shall determine the limits of authority for external investments, purchases and sales of assets, asset pledges, external guarantee matters, entrustment of wealth management, connected transactions, external donations, etc., and establish strict review and decision-making procedures; major investment projects shall be evaluated by relevant experts and professionals and submitted to the shareholders' meeting for approval.

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

(i) Purchase or sale of assets;
(ii) External investments (including entrusted wealth management, investments in subsidiaries, etc., excluding the establishment or capital increase of wholly-owned subsidiaries);
(iii) Provision of financial assistance (including entrusted loans);
(iv) Provision of guarantees (referring to guarantees provided by the Company for others, including guarantees for controlled subsidiaries);
(v) Leasing or leasing out assets;
(vi) Signing management contracts (including entrusted management, trustee management, etc.);
(vii) Gifts or receipt of assets;
(viii) Debt or debt restructuring;
(ix) Transfer of research and development projects;
(x) Signing licensing agreements;
(xi) Waiver of rights (including waiver of pre-emptive rights, waiver of rights to pre-emptively contribute capital, etc.).

The purchase and sale of assets mentioned above do not include the purchase of raw materials, fuel and power related to daily operations, nor the sale of products, goods and other assets related to daily operations. However, if an asset swap involves the purchase or sale of such assets, they are still included.

1. Transactions (excluding provision of guarantees, provision of financial assistance) incurred by the Company that meet any of the following criteria shall be submitted to the Board of Directors for consideration:

   (1) The total assets involved in the transaction account for 10% or more of the Company's total assets derived from the latest audited consolidated financial statements; where the total assets involved in the transaction have both a book value and an appraised value, the higher value shall be used as the basis for calculation;
   (2) The operating revenue related to the subject matter of the transaction (e.g., equity) in the most recent fiscal year accounts for 10% or more of the Company's operating revenue for the most recent fiscal year derived from the latest audited consolidated financial statements, and the absolute amount exceeds RMB10.00 million;
   (3) The net profit related to the subject matter of the transaction (e.g., equity) in the most recent fiscal year accounts for 10% or more of the Company's net profit for the most recent fiscal year derived from the latest audited consolidated financial statements, and the absolute amount exceeds RMB1.00 million;
   (4) The transaction consideration (including the assumption of debt and expenses) accounts for 10% or more of the Company's net assets derived from the latest audited consolidated financial statements, and the absolute amount exceeds RMB10.00 million;
   (5) The profit generated by the transaction accounts for 10% or more of the Company's net profit for the most recent fiscal year derived from the latest audited consolidated financial statements, and the absolute amount exceeds RMB1.00 million.

   If the data involved in the above indicators are negative, their absolute values shall be used for calculation.

   Transaction matters exceeding the approval limit of the Board of Directors shall be submitted to the shareholders' meeting for approval after being considered and approved by the Board of Directors.

2. Where the Company provides financial assistance, it must be approved by more than two-thirds of the Directors at a Board of Directors meeting and a resolution passed, and fulfil information disclosure obligations in a timely manner.

   If a financial assistance matter falls under any of the following circumstances, it shall be submitted to the shareholders' meeting for consideration after being considered and approved by the Board of Directors:

   (1) The latest audited debt-to-asset ratio of the recipient exceeds 70%;
   (2) The amount of a single financial assistance or the cumulative amount of financial assistance provided within twelve consecutive months exceeds 10% of the Company's net assets derived from the latest audited consolidated financial statements.

   If the recipient of the financial assistance is a controlled subsidiary within the Company's consolidated reporting scope in which the Company holds more than 50% of the shares, the provisions of the preceding two paragraphs shall not apply.

3. The approval limits for connected transactions (excluding provision of guarantees, provision of financial assistance) between the Company and connected persons are as follows:

(1) Connected transaction matters between the Company and connected individuals involving an amount exceeding RMB300,000 (including the cumulative amount of connected transactions with the same subject matter or the same connected person within 12 consecutive months, the same below) but not exceeding RMB30.00 million or less than 5% of the absolute value of the Company's net assets derived from the latest audited consolidated financial statements (excluding the Company's provision of guarantees, the same below), shall be implemented after being considered and approved by the Board of Directors;
(2) Connected transaction matters between the Company and connected legal persons involving an amount exceeding RMB3.00 million and accounting for 0.5% or more of the absolute value of the Company's net assets derived from the latest audited consolidated financial statements, but not exceeding RMB30.00 million or less than 5% of the absolute value of the Company's net assets derived from the latest audited consolidated financial statements, shall be implemented after being considered and approved by the Board of Directors;
(3) For connected transactions between the Company and connected persons (including both connected individuals and connected legal persons) (excluding provision of guarantees) involving an amount exceeding RMB30.00 million and accounting for 5% or more of the absolute value of the Company's net assets derived from the latest audited consolidated financial statements, the Company shall engage a securities service institution with qualifications for executing securities and futures related businesses to conduct an appraisal or audit of the subject matter. After being considered and approved by the Board of Directors, the transaction shall be submitted to the shareholders' meeting for consideration. For connected transactions related to daily operations, the subject matter of the transaction may not be audited or appraised.

When the Board of Directors considers and approves related transactions, the related Directors shall avoid voting and shall not exercise voting rights on behalf of other Directors. The Board meeting may be held with the attendance of more than half of the non-related Directors, and the resolution made at the Board meeting shall be approved by more than half of the non-related Directors. Where there are less than three non-related Directors present at the Board of Directors, the Company shall submit the transaction to the Shareholders' meeting for consideration and approval. The related party transactions that meet the disclosure threshold shall, upon approval by more than half of all independent Directors, be submitted to the Board of Directors for consideration and disclosed in a timely manner.

4. The following transactions between the Company and related persons may be exempted from being submitted to the Shareholders' meeting for consideration and approval in accordance with the provisions of this article:

(1) the Company participates in a public bidding or public auction for non-specific objects (excluding limited means such as an invitation to bid);
(2) transactions in which the Company obtains benefits unilaterally, including receiving cash assets, obtaining a debt relief, accepting guarantees and assistance, etc.;
(3) the pricing of related transactions is stipulated by the State;
(4) the related person provides funds to the Company, and the interest rate shall not be higher than the loan interest rate standard for the same period as stipulated by the PBOC;
(5) the Company provides products and services to Directors and senior management members under the same transaction conditions as non-related persons.

5. the following transactions between the Company and related persons may be exempted from performing relevant obligations in the manner of related transactions:

    (1) either party subscribes in cash for shares, corporate bonds or enterprise bonds, convertible corporate bonds or other derivatives publicly issued by the other party;
    (2) either party, as a member of the underwriting syndicate, underwrites the stocks, corporate bonds or enterprise bonds, convertible corporate bonds or other derivatives publicly issued by the other party;
    (3) either party receives dividends, bonuses or remuneration in accordance with the resolution of the other party's Shareholders' meeting;
    (4) other circumstances recognised by the SZSE where the shares are [REDACTED].

When the Company provides guarantee to a related person, in addition to approval by more than half of all not related Directors, the guarantee shall also be approved by more than two-thirds of the not related Directors attending the Board meeting, and a resolution should be made and submitted to the Shareholders' meeting for review. Where the Company provides guarantees for the controlling Shareholder, de facto controller and its related parties, the controlling Shareholder, de facto controller and its related parties shall provide counter guarantees.

The Board of Directors shall have one chairman. The chairman shall be elected by more than half of all the Directors.

The chairman shall exercise the following functions and powers:

(i) to preside over Shareholders' meetings and to convene and preside over Board meetings;
(ii) to procure and examine the implementation of resolutions of the Board of Directors;
(iii) other functions and powers delegated by the Board of Directors;
(iv) to exercise special right of disposal of the Company's affairs that conform to laws as well as the Company's interests in case of emergency arising from force majeure such as catastrophic natural disasters, and report to the Board of Directors and the Shareholders' meeting timely afterwards;

Where the chairman cannot or does not fulfil the duty thereof, majority of the Directors may jointly elect a Director to preside over the meeting.

The Board of Directors meets regularly at least four times every year and it shall be convened by the chairman. All Directors shall be informed in written 14 days (excluding the meet date) prior to convening of the meeting.

An extraordinary Board meeting may be convened if proposed by Shareholders with more than one-tenth of voting rights, more than one-third of Directors, or the audit committee. The chairman shall convene and preside over a Board meeting within ten days after receipt of the proposal.

The Board of Directors shall convene an extraordinary Board meeting by means of person sent mail, fax, e-mail, telephone, registered mail or other forms; the time limit for the notice shall be: not later than 3 days prior to the convening of the extraordinary Board meeting, if an extraordinary Board meeting needs to be held quickly due to urgent circumstances, a meeting notice may be given at any time by telephone or other oral methods, provided that the convener shall make an explanation thereof at the meeting. With the unanimous agreement of all Directors, the time limit may be exempted.

A notice of a Board meeting shall contain the following contents:

(i) Date and venue of the meeting;
(ii) Duration of the meeting;
(iii) Reason for convening the meeting and agenda thereof;
(iv) The date of the notice.

The general manager and the Board secretary who do not serve concurrently as Directors shall attend Board meetings. The chairman of the meeting may, where he/she deems necessary, may notify other relevant persons to attend Board meetings without voting rights.

Board meetings should be held only in the presence of more than half of Directors. Resolutions of the Board of Directors shall be passed by more than half of all the Directors.

Voting on resolutions of the Board of Directors shall be conducted on a one-person-one-vote basis.

If a Director has a connected relationship with an enterprise or individual involved in a matter resolved at a Board meeting, such Director shall promptly report in writing to the Board of Directors. A Director who has a connected relationship shall not exercise his or her right to vote regarding such resolution, nor shall he or she exercise the voting right on behalf of other Directors. The Board meeting may be held with the attendance of more than half of the non-related Directors, and the resolution made at the Board meeting shall be approved by more than half of the non-related Directors. Where there are less than three non-related Directors present at the Board of Directors, the Company shall submit it to the Shareholders' meeting for consideration and approval.

Special Committees under the Board of Directors

The Board of Directors of the Company shall establish an audit committee to exercise functions and powers of the supervisory Board stipulated under the Company Law.

The Audit Committee shall consist of three or more non-executive Directors. Among them, at least one independent Director shall be an accounting professional with appropriate professional qualifications or accounting or related financial management expertise in compliance with Rule 3.10 (2) of the Hong Kong Listing Rules. The Audit Committee must be composed of a majority of independent Directors and shall have a chairman who shall be an accounting professional among the independent Directors. The members the chairman of the Audit Committee shall be elected or replaced by the Board of Directors. Employee representatives who are members of the Board of Directors of the Company may serve as members of the Audit Committee.

The Audit Committee shall be responsible for reviewing the Company's financial information and its disclosure, and supervising and evaluating the internal and external audit work and internal controls. Proposals in respect of the following matters shall be submitted to the Board of Directors for consideration only with the approval of more than half of all members of the Audit Committee:

(i) disclosure of financial information in the financial and accounting reports and periodic reports, and the internal control assessment report;
(ii) appointment or removal of the accounting firm undertaking the audit work of the Company;
(iii) appointment or removal of the person in charge of finance of the Company;
(iv) change in accounting policies or accounting estimates or rectification of significant accounting errors for reasons other than a change in accounting standards;
(v) other matters stipulated under the laws, administrative regulations, the provisions of the CSRC, the securities regulatory rules of the place where the Company's shares are [REDACTED], the Hong Kong Listing Rules, the SZSE Listing Rules and the Articles of Association.

The Audit Committee shall convene at least one meeting every quarter. Extraordinary meetings may be convened upon the proposal of two or more members or when the convener deems it necessary. Meetings of the Audit Committee shall be held only when attended by more than two-thirds of its members.

Resolutions of the Audit Committee shall be passed by more than half of its members.

Voting on resolutions of the Audit Committee shall be on a one-person-one-vote basis.

Meeting minutes shall be prepared for the resolutions of the Audit Committee in accordance with regulations, and members of the Audit Committee attending the meeting shall sign the meeting minutes.

The rules of procedure for the Audit Committee shall be formulated by the Board of Directors.

The Board of Directors of the Company establishes other special committees including Strategy Committee, Nomination Committee and Remuneration and Appraisal Committee, which perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals from special committees shall be submitted to the Board of Directors for review and decision. The rules of procedure for special committees shall be formulated by the Board of Directors.

The Strategy Committee shall consist of three Directors, including one independent Director, the main duties of which is studying and advising on long-term strategic development, material investment decisions and other matters.

The Nomination Committee shall comprise at least three Directors, the majority of which shall be independent Directors. The Nomination Committee shall have a chairman who shall be an independent Director. The Nomination Committee shall comprise at least one Director of different gender.

The Remuneration and Appraisal Committee shall comprise at least three Directors, the majority of which shall be independent Directors. The Remuneration and Appraisal shall have a chairman who shall be an independent Director.

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

(i) nomination, appointment or removal of Directors;
(ii) appointment or dismissal of senior management members;
(iii) other matters stipulated in laws, administrative regulations, regulations of the CSRC and the Articles of Association.

If the Board of Directors fails to adopt or fails to fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for non-adoption in the resolutions of the Board of Directors, and make disclosures accordingly.

The Remuneration and Appraisal Committee is responsible for formulating appraisal standards for Directors and senior management members and conducting appraisals, formulating and reviewing the remuneration policies and proposals including compensation decision mechanism and process, payment and stop-payment recourse arrangements for Directors and senior management members, as well as making recommendations to the Board of Directors on the following matters:

(i) the remuneration of Directors and senior management members;
(ii) the formulation or amendment of equity incentive plans, employee stock ownership plans, grant 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 members in the event of a proposed spin-off of a subsidiary;
(iv) other matters stipulated by laws, administrative regulations, the provisions of the CSRC and the Articles of Association.

If the Board of Directors fails to adopt or fails to fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall record the opinions of the Remuneration and Appraisal Committee and the specific reasons for non-adoption in the resolutions of the Board of Directors, and make disclosures accordingly.

General Manager and Other Senior Management Members

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

The Company also has deputy general managers, who shall be appointed or removed by the Board of Directors.

The general manager, deputy general managers, the chief financial officer and the secretary to the Board of Directors of the Company shall be the senior management members of the Company.

The provisions under the Articles of Association concerning disqualifications for Directors and the resignation management system shall also apply to the senior management members.

The provisions under the Articles of Association concerning the duties of loyalty and diligence of Directors shall also apply to senior management members.

Persons who hold administrative positions other than Directors and supervisors of the controlling Shareholders of the Company shall not serve as a senior management member of the Company.

Senior management members of the Company may only receive remuneration from the Company and may not be paid by the controlling Shareholder.

The term of office of the general manager shall be three years, and the general manager may be re-elected for consecutive terms.

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

(i) to preside over the production and operation management of the Company, organise the implementation of the resolutions of the Board of Directors, and report to the Board of Directors;
(ii) to organise the implementation of the Company's annual business plan and investment programme;
(iii) to draft the Company's internal management structure plan;
(iv) to draft the basic management system of the Company;
(v) to formulate specific rules and regulations for the Company;
(vi) to propose to the Board of Directors the appointment or dismissal of the Company's deputy general managers and chief financial officer;
(vii) to decide on the appointment or dismissal of management members, except for those whose appointment or dismissal shall be decided by the Board of Directors;
(viii) other powers conferred by the Articles of Association or the Board of Directors.

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

The general manager shall prepare the detailed working rules for the general manager, which shall be submitted to the Board of Directors for approval before its implementation.

The detailed working rules for the general manager shall include:

(i) the conditions and procedures for the general manager's meeting and the persons to attend such meeting;
(ii) the specific duties for the general manager and other senior management members and the assignment of responsibilities between them;

(iii) the authority with respect to the use of the funds and assets of the Company and the execution of material contracts as well as the reporting system to make reports to the Board of Directors;

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

The general manager may resign before the expiration of his/her term of office. The specific procedures and methods for the resignation of the general manager shall be stipulated in the labour contracts between the general manager and the Company.

The deputy general manager is nominated by the general manager and appointed or dismissed by the Board of Directors. If the general manager is temporarily unable to perform his/her functions and powers for some reason, he/she may temporarily authorise other deputy general managers to perform some or all of his functions and powers on his/her behalf. If the deputy general manager is temporarily unable to perform his/her functions and powers for a longer time (more than 30 working days), the candidate for acting general manager shall be submitted to the Board of Directors for decision.

The Company shall have a Board secretary, who shall be responsible for the preparations for Shareholders' meetings and Board meetings of the Company, keeping of documentation and the management of Shareholders' data, handling of matters relating to information disclosure, etc.

The Board secretary shall be nominated by the chairman and appointed or dismissed by the Board of Directors.

The Board secretary shall comply with the relevant provisions of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the securities regulatory rules of the place where the Company's shares are [REDACTED] and the Articles of Association.

Where a senior management member causes damage to others in the course of performing his/her duties, the Company shall be liable for compensation; where the senior management member acts with willful or material default, he/she shall also be liable for compensation.

Where a senior management member, in discharging his/her duty with the Company in violation of the laws, administrative regulations, departmental rules or the Articles of Association, causes damage to the Company, he/she shall bear the liability of compensation.

Senior management members of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all Shareholders. If any senior management member of the Company causes damage to the interests of the Company and its public Shareholders due to failure in faithfully performing his/her duties or violation of his/her fiduciary duties, he/she shall be liable for compensation in accordance with the laws.

FINANCIAL AND ACCOUNTING SYSTEM, DISTRIBUTION OF PROFITS AND AUDIT

Financial and Accounting System

The Company shall establish its financial accounting system in accordance with laws, administrative regulations, regulatory rules of the Company's stock listing place and departmental rules.

Within four months after the end of each fiscal year, the Company shall submit and disclose its annual report to the local office of the CSRC and the stock exchange. Within two months after the end of the first half of each fiscal year, the Company shall submit and disclose its interim report to the local office of the CSRC and the stock exchange.

The aforementioned annual report and interim report shall be prepared in accordance with relevant laws, administrative regulations, and regulations of the CSRC and the stock exchange.

The Company's Board of Directors shall put in place before the Shareholders at every annual Shareholders' meeting such financial reports which the relevant laws, administrative regulations, the Hong Kong Listing Rules and regulatory documents require the Company to prepare.

The Company shall not establish separate accounting books in addition to the statutory accounting books. The Company's assets shall not be stored in accounts opened in the name of any individual.

When distributing the after-tax profits of the current year, the Company shall allocate 10% of the profits to the Company's statutory reserve fund. If the cumulative amount of the Company's statutory reserve fund is 50% or more of the Company's registered capital, the Company may cease to make further allocations.

If the Company's statutory reserve fund is insufficient to cover the losses of previous years, the Company shall use the current year's profits to cover the losses before allocating the statutory reserve fund as stipulated above.

After allocating the statutory reserve fund from the after-tax profits, the Company may also allocate a discretionary reserve fund from the after-tax profits upon a resolution of the Shareholders' meeting.

After covering losses and allocating reserve funds, the remaining after-tax profits shall be distributed according to the proportion of shares held by Shareholders, unless otherwise stipulated in the Articles of Association.

If the Shareholders' meeting distributes profits to Shareholders in violation of the Company Law, the Shareholders shall return the improperly distributed profits to the Company. Shareholders, as well as the responsible Directors and senior management members, shall bear liability for any resulting losses caused to the Company.

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

The Company must appoint one or more receiving agents in Hong Kong for H-share Shareholders. The receiving agents shall collect and hold dividends and other payable amounts to H-share Shareholders on behalf of such Shareholders, pending payment to such H-share Shareholders. The receiving agents appointed by the Company shall comply with the requirements of laws, regulations and the securities regulatory rules of the Company's stock listing place.

The Company's reserve funds shall be used to cover the Company's losses, expand the Company's production and operation, or convert into additional capital.

When using reserve funds to cover the Company's losses, the discretionary reserve fund and the statutory reserve fund shall be used first; if the losses cannot be fully covered, the capital reserve fund may be used in accordance with regulations.

When converting the statutory reserve fund into additional registered capital, the remaining statutory reserve fund shall not be less than 25% of the Company's registered capital before the conversion.

After the Shareholders' meeting resolves on the profit distribution plan, or after the Board of Directors finalises the specific plan based on the interim dividend distribution conditions and upper limit for the following year as approved by the annual Shareholders' meeting, the distribution of dividends (or shares) shall be completed within two months.

Profit distribution policy of the Company and its decision procedures

(i) Profit distribution policy of the Company

1. The principles for profit distribution: The Company should implement a stable and sustainable profit distribution policy, and profit distribution should pay attention to the reasonable investment return to investors and take into account the sustainable development of the Company. The profit distribution of the Company shall not exceed the accumulated distributable profits.

2. The way of profit distribution: Dividends can be distributed in the form of cash, shares, combination of both or other ways permitted by law. When the conditions of cash dividend are met, priority shall be given to profit distribution by way of cash dividend. Where conditions permit, the Company can make interim profit distributions.

3. Conditions of profit distribution and cash dividend policy:

   When implementing cash dividends, the Company must meet the following conditions at the same time: (i) The distributable profit realised by the Company in that year (that is, the after-tax profit remaining after the Company makes up for losses and withdraws the public reserve fund) is positive and the cash flow is abundant, and the implementation of cash dividends will not affect the Company's subsequent continuous operation; (ii) the audit institution issues a standard unqualified audit report on the Company's financial report for the year; (iii) the accumulated profit available for distribution of the Company is positive.

   When the Company distributes profits, the Board of Directors shall distinguish the following circumstances after taking into account various factors including its industry features, development stages, business model and profitability as well as whether it has any substantial capital expenditure arrangement and stipulate differentiated cash dividend policy in accordance with the procedures set out in the Articles of Association:

   (1) if the Company is in the mature stage of development and has no major capital expenditure arrangements, cash dividends shall account for at least 80% of the current profit distribution;
   (2) if the Company is in the mature stage of development and has major capital expenditure arrangements, cash dividends shall account for at least 40% of the current profit distribution;
   (3) if the Company is in the growth stage of development and has major capital expenditure arrangements, cash dividends shall account for at least 20% of the current profit distribution.

   If the development stage is difficult to distinguish but major capital expenditure arrangements exist, it may be handled according to the above provisions.

   Major capital expenditure refers to: The Company's proposed cumulative expenditure on external investment, acquisition of assets or purchase of equipment within the next twelve months reaches or exceeds 50% of the Company's net assets derived from the latest audited consolidated financial statements and exceeds RMB30 million or the Company's proposed cumulative expenditure on external investment, acquisition of assets or purchase of equipment within the next twelve months reaches or exceeds 30% of the Company's total assets derived from the latest audited consolidated financial statements.

4. Proportion of cash dividends: When the Company's cash dividend conditions are met, the profit distributed by the Company in cash each year shall in principle be at least 10% of the distributable profit realised in that year. In determining the specific amount of profit to be distributed in cash, the Company shall fully consider the impact of future operating and investment activities and the Company's cash stock, and pay full attention to the social capital cost, bank credit and debt financing environment in order to ensure that the distribution plan is in the overall interest of all Shareholders.
5. Conditions for distribution of share dividend: Where there remains distributable profits after the distribution of profits by way of cash and the Board considers that the distribution of profits by way of shares is in the overall interests of all the Shareholders, the Company may distribute profits by way of shares. Where profits are distributed by way of shares, genuine and reasonable factors such as the Company's growth prospects and the dilution of net assets per share shall be considered. Full consideration shall be given to whether the total share capital after the distribution of profits by way of shares is

compatible with the current scale of operations of the Company, and the impact on the cost of future debt financing shall be considered, so as to ensure that the distribution plan is in the overall interests of all the Shareholders.

(ii) Decision-making procedures for the Company's profit distribution policy

1. The Company's profit distribution policy shall be proposed by the Board of Directors and submitted to the Shareholders' meeting for consideration.
2. The Audit Committee shall supervise the profit distribution policy submitted to the Shareholders' meeting for consideration.
3. Where the Company needs to adjust its profit distribution policy based on its production and operation conditions, investment plans and long-term development needs, the adjusted profit distribution policy shall not violate the relevant provisions of the CSRC and the stock exchanges. Where the Board of Directors considers it necessary to adjust the profit distribution policy, it may submit a proposal for adjusting the profit distribution policy to the Shareholders' meeting for consideration. The Company may facilitate the participation of minority shareholders in the Shareholders' meeting by means such as online voting. The Board of Directors, independent directors and shareholders meeting certain conditions may solicit voting rights from the public shareholders of the Company. The formulation and revision of the Company's profit distribution policy shall be submitted to the Company's Shareholders' meeting for consideration and approved by two-thirds or more of the voting rights held by the shareholders present at the Shareholders' meeting.

(iii) Decision-making procedures for the Company's profit distribution plan

1. The Board of Directors shall formulate a profit distribution plan after full discussion with the independent Directors and the Audit Committee on the basis of considering the continuous and stable returns to all shareholders.
2. The Audit Committee shall review the profit distribution plan submitted to the Shareholders' meeting for consideration and issue written review opinions. Where an independent director considers that a specific cash dividend plan may damage the interests of the Company or minority shareholders, he/she has the right to express an independent opinion. If the Board of Directors does not adopt or does not fully adopt the opinions of independent directors, the opinions of independent directors and the specific reasons for their failure to adopt shall be recorded in the resolution of the Board of Directors and disclosed.
3. When the Shareholders' meeting considers the profit distribution plan, it may facilitate the participation of minority shareholders in the Shareholders' meeting by means such as online voting. When the Company convenes the annual Shareholders' meetings to consider the annual profit distribution plan, it may consider and approve the conditions, the upper limit of the proportion and the upper limit of the amount for interim cash dividends for the following year. The upper limit for interim dividends for the following year considered at the annual Shareholders' meeting shall not exceed the net profit attributable to the Company's Shareholders for the corresponding period. The Board of Directors shall formulate a specific interim dividend plan in accordance with the resolution of the Shareholders' meeting subject to the conditions of profit distribution.

(iv) Disclosure of information relating to dividend policy

The Company shall disclose in detail the formulation and implementation of the cash dividend policy in its regular reports, explain whether it meets the provisions of the Articles of Association or the requirements of the resolutions of the Shareholders' meeting, whether the standard and proportion of dividends are clear and unambiguous, whether the relevant decision-making procedures and mechanisms are complete, the specific reasons for the failure of the Company to distribute cash dividends, and the measures to be taken in the next step to enhance the return level of investors, whether minority shareholders have the opportunity to fully express their opinions and demands, and whether the legitimate rights and interests of minority shareholders have been fully safeguarded. Where the cash dividend policy is adjusted or changed, it is also necessary to explain in detail whether the conditions and procedures for the adjustment or change are compliant and transparent.

Internal Audit

The Company shall implement an internal audit system, specifying the leadership structure, responsibilities and authorities, staffing, funding, application of audit results, and accountability for internal audit work.

The Company's internal audit system shall be implemented after approval by the Board of Directors and shall be disclosed to the public.

The Company's internal audit function shall supervise and inspect the Company's business activities, risk management, internal control, financial information and other related matters. The internal audit function shall maintain independence, be staffed with full-time audit personnel, and shall not be placed under the leadership of the finance department or operate jointly with the finance department.

The internal audit function shall report to the Board of Directors.

In the process of supervising and inspecting the Company's business activities, risk management, internal control and financial information, the internal audit function shall accept the supervision and guidance of the Audit Committee. If the internal audit function discovers any significant issues or leads, it shall report directly to the Audit Committee immediately.

The internal audit function shall be responsible for the organisation and implementation of the Company's internal control evaluation. Based on the evaluation report issued by the internal audit function and reviewed by the Audit Committee, as well as related materials, the Company shall issue an annual internal control evaluation report.

When the Audit Committee communicates with external audit units such as accounting firms or national audit authorities, the internal audit function shall actively cooperate and provide necessary support and assistance.

The Audit Committee shall participate in the assessment of the head of the internal audit function.

Appointment of Accounting Firms

The Company shall engage an accounting firm that complies with the PRC Securities Law to conduct audits of financial statements, verification of net assets and other related consulting services. The engagement term shall be one year and may be renewed.

The appointment or dismissal of an accounting firm shall be decided by the Shareholders' meeting. The Board of Directors shall not appoint an accounting firm prior to the decision of the Shareholders' meeting.

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

The audit fee of an accounting firm shall be decided by the Shareholders' meeting.

When the Company dismisses or does not renew the engagement of an accounting firm, it shall notify the accounting firm 10 days in advance. When the Shareholders' meeting votes on the dismissal of an accounting firm, the accounting firm shall be allowed to present its opinions.

If the accounting firm resigns, it shall explain to the Shareholders' meeting whether there are any improper circumstances in the Company.

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

Merger, Division, Capital Increase and Capital Reduction

The Company's merger can be in the form of an absorption merger or a consolidation merger.

When one company absorbs other companies, it is an absorption merger, and the absorbed companies are dissolved. When two or more companies merge to form a new company, it is a consolidation merger, and all the merging companies are dissolved.

When the Company merges with a company in which it holds more than 90% of the shares, the merged company is not required to pass a resolution at the Shareholders' meeting, but it shall notify its other shareholders. Other shareholders shall have the right to request the Company to purchase their equity interests or shares at a reasonable price.

The consideration paid by the Company in a merger shall not exceed 10% of the Company's net assets, and in such case, it may be completed without a resolution of the Shareholders' meeting.

A merger completed by the Company in accordance with the preceding two paragraphs without a Shareholders' meeting resolution shall be approved by a resolution of the Board of Directors.

For a company merger, the merging parties shall sign a merger agreement and prepare a balance sheet and a property list. The Company shall notify its creditors within 10 days from the date of adopting the merger resolution and make an announcement in newspapers or the National Enterprise Credit Information Publicity System within 30 days. Creditors may, within 30 days from the date of receiving the notice, or within 45 days from the date of the announcement if they have not received the notice, request the Company to pay off its debts or provide corresponding guarantees.

When the Company merges, the credits and debts of the merging parties shall be succeeded by the surviving company after the merger or the newly established company.

When the Company divides, its assets shall be divided accordingly.

When the Company divides, it shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days from the date of the division resolution and make an announcement in newspapers or the National Enterprise Credit Information Publicity System within 30 days.

The debts of the Company before the division shall be jointly assumed by the companies after the division, unless otherwise agreed in a written agreement reached for the settlement of debts between the Company and its creditors before the division.

When the Company needs to reduce its registered capital, it shall prepare a balance sheet and an inventory of assets.

The Company shall notify its creditors within ten days from the date of the Shareholders' meeting resolution on the capital reduction and make an announcement in newspapers or the National Enterprise Credit Information Publicity System within 30 days. Creditors may request the Company to settle its debts or provide corresponding guarantees within 30 days from the date of receiving the notice or within 45 days from the date of the announcement if they have not received the notice.

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

Dissolution and Liquidation

The Company shall be dissolved for the following reasons:

(i) the business term stipulated in the Articles of Association expires or other dissolution reasons stipulated in the Articles of Association arise;
(ii) the Shareholders' meeting resolves to dissolve the Company;
(iii) the Company needs to be dissolved due to a merger or division;
(iv) the Company is legally revoked its business licence, ordered to close, or revoked;
(v) the Company's operation and management encounter serious difficulties, and its continued existence would cause significant losses to shareholders' interests, and no other solutions can be found. Shareholders holding 10% or more of the Company's total voting rights may request the People's Court to dissolve the Company.

When the Company has the dissolution reasons mentioned above, it shall publicise the dissolution reasons through the National Enterprise Credit Information Publicity System within ten days.

If the Company has the circumstances mentioned in items (i) and (ii) above and has not yet distributed its assets to shareholders, it may continue to exist by amending its Articles of Association or through a resolution of the Shareholders' meeting.

To amend the Articles of Association or pass a resolution of the Shareholders' meeting in accordance with the preceding paragraph, it must be approved by more than two-thirds of the voting rights held by shareholders present at the Shareholders' meeting.

If a company is dissolved due to the circumstances mentioned in items (i), (ii), (iv), and (v) above, it shall establish a liquidation group within 15 days from the date the dissolution reason arises to commence liquidation.

The liquidation group shall consist of directors, unless the Shareholders' meeting resolves to appoint others.

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

During the liquidation period, the liquidation group shall exercise the following powers and duties:

(i) cleaning up the Company's assets and preparing a balance sheet and an inventory of assets separately;
(ii) notifying and announcing to creditors;
(iii) handling the Company's unfinished business related to the liquidation;
(iv) paying off the taxes owed and the taxes incurred during the liquidation process;
(v) cleaning up claims and debts;
(vi) distributing the remaining assets after the Company's debts are settled;
(vii) representing the Company in civil litigation activities.

The liquidation group shall notify creditors within ten days from the date of its establishment and make an announcement in newspapers or the National Enterprise Credit Information Publicity System within 60 days. Creditors shall declare their claims to the liquidation group within 30 days from the date of receiving the notice or within 45 days from the date of the announcement if they have not received the notice.

When declaring claims, creditors shall explain the relevant matters of the claims and provide supporting materials. The liquidation group shall register the claims.

During the claim declaration period, the liquidation group shall not settle claims with creditors.

After cleaning up the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation group shall formulate a liquidation plan and submit it to the Shareholders' meeting or the People's Court for confirmation.

After paying off the liquidation expenses, employees' wages, social insurance fees and statutory compensation, paying off the taxes owed and settling the Company's debts, the remaining assets shall be distributed to shareholders according to the proportion of shares held.

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

After cleaning up the Company's assets and preparing a balance sheet and a detailed inventory of assets, if the liquidation group finds that the Company's assets are insufficient to settle its debts, it shall apply to the People's Court for bankruptcy liquidation in accordance with the law.

After the People's Court accepts the bankruptcy application, the liquidation group shall transfer the liquidation affairs to the People's Court.

After the Company's liquidation is completed, the liquidation group shall prepare a liquidation report, submit it to the Shareholders' meeting or the People's Court for confirmation, and submit it to the Company registration authority to apply for cancellation of the Company's registration.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Articles of Association shall be amended under any of the following circumstances:

(i) after amendments to the Company Law or other relevant laws, administrative regulations, the Hong Kong Listing Rules and securities regulatory rules of the Company's stock [REDACTED] place, the provisions of the Articles of Association conflict with the amended laws, administrative regulations, the Hong Kong Listing Rules and securities regulatory rules of the Company's stock [REDACTED] place;
(ii) changes occur in the Company's circumstances that are inconsistent with the matters recorded in the Articles of Association;
(iii) the Shareholders' meeting resolves to amend the Articles of Association.

Amendments to the Articles of Association approved by the Shareholders' meeting that require approval from competent authorities shall be submitted to the competent authorities for such approval; if the amendments involve company registration items, the changes shall be registered in accordance with law.

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

Amendments to the Articles of Association that constitute information required to be disclosed under laws or regulations shall be announced in accordance with relevant provisions.