This appendix contains the summary of the principal provisions of the Articles of Association adopted by the Company on September 22, 2025 and will take effect on the date of the H-Shares being [**REDACTED**] *on the Hong Kong Stock Exchange. The main purpose of this appendix is to provide an overview of the Company's Articles of Association for potential* [**REDACTED**]*, so it may not contain all the information that is important to potential* [**REDACTED**].

SHARES AND REGISTERED CAPITAL

1 Issuance of Shares

The shares of the Company shall take the form of stocks.

Shares of the same class issued at the same time shall have the same issuance conditions and price per share; all subscribers shall pay the same price per share for shares they subscribed for.

The shares issued by the Company are all stocks with par value, and the par value of each share is RMB1.00.

The shares issued by the Company and [**REDACTED**] on the Hong Kong Stock Exchange be referred to as "H shares", the par value of which are denominated in Renminbi, H shares issued by the Company are mainly deposited with [**REDACTED**].

2 Increase, Decrease and Repurchase of Shares

The Company, based on its operational and development needs, may adopt the following methods of increasing registered capital pursuant to a resolution of the shareholders' meeting in accordance with laws, regulations, and the securities regulatory rules of the place where the company's shares are listed:

(i) offering of shares to unspecified investors;

(ii) placement of shares to specific investors;

(iii) distributing bonus shares to its existing shareholders;

(iv) convert capital reserves into share capital; and

(v) other methods permitted by laws, administrative regulations, securities regulatory rules of the place where the company's shares are listed.

The Company may reduce its registered capital. The reduction in registered capital shall be made in accordance with the procedures set out in the Company Law, the Articles of Association of the Company and other relevant regulations.

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

(i) Reducing the Company's registered capital;

(ii) Merge with another company which holds the shares of the Company;

(iii) For the purpose of setting up Employee Stock Ownership Plan or equity incentive scheme;

(iv) Acquiring shares held by Shareholders, who vote against any resolution proposed in any meeting on the merger or division of the Company, upon their request;

(v) Conversion of shares into the convertible bonds to be issued by the Company;

(vi) Being necessary for the Company to maintain its corporate value and the equity of shareholders;

If the relevant laws, administrative regulations, departmental rules, other regulatory documents and the relevant requirements of the securities regulatory authority of the place where the Company's shares are listed otherwise have provisions in respect of matters related to the aforesaid share repurchase, such provisions shall prevail.

3 Transfer of Shares

Shares of the Company shall be transferred in accordance with the laws and regulations.

Shares already issued by the Company before the public offering of its A Shares shall not be transferred within 1 year of the date on which the A Shares of the Company are listed on the stock exchange.

The directors and senior management of the Company shall declare, to the Company, the information on their holdings of the shares of the Company and the changes thereto. The shares transferable by them during each year of their term of office shall not exceed twenty-five percent of the total shares they hold in the Company. The shares that they hold in the Company shall not be transferred within 1 year of the date on which the shares of the Company are listed and traded. The aforesaid persons shall not transfer their shares of the Company within half a year from the date of their resignation.

If the relevant requirements of the securities regulatory authority of the place where the Company's shares are listed otherwise have provisions in respect of matters related to the aforesaid share transfer, such provisions shall prevail.

Where the Company's directors, senior managers or shareholders who hold 5% or more of the Company's shares sell the Company's shares or other securities of an equity nature they hold within six months of the relevant purchase, or purchase any share they have sold within six months of the relevant sale, the proceeds generated therefrom shall be incorporated into the profits of the Company, and the Board of Directors of the Company shall recover the proceeds. However, the following circumstances shall be excluded where a securities company holds 5% or more of the shares of the Company due to its purchase of any remaining shares under best efforts underwriting or where the provisions of the CSRC are applicable.

Shares or other securities with the nature of equity held by directors, senior executives and natural person shareholders as mentioned in the preceding paragraph include shares or other securities with the nature of equity held by their spouses, parents or children, and held by them by using other people's accounts. If the Board of Directors of the Company fails to comply with the aforesaid provision of this Article, the shareholders are entitled to request the Board of Directors to do so within 30 days.

If the Board of Directors of the Company fails to comply within the aforesaid period, the shareholders are entitled to initiate litigation directly in the people's court in their own names for the interest of the Company. And if the Board of Directors fails to implement the aforesaid provisions of this Article, the responsible directors shall bear joint and several liability in accordance with law.

SHAREHOLDERS AND MEETINGS

4 Shares Certificate and Register of Shareholders

The Company shall establish a register of shareholders based on the certificates provided by the share registrar where the Company's shares are listed. The register of shareholders shall be sufficient evidence proving the shareholders' holding of the Company's shares. The original register of holders of H Shares listed in Hong Kong shall be maintained in Hong Kong and available for inspection by shareholders, whilst the Company may close the register of members in accordance with the provisions of applicable laws and regulations and the securities regulatory rules of the place where the Company's shares are listed. Shareholders shall enjoy rights and assume obligations according to the class of shares held by him/her. Shareholders who hold existing shares of the same class shall enjoy equal rights and assume the equal obligations.

5 Shareholders

The shareholders of the Company shall have the following rights:

(i) to receive dividends and other profit distribution in proportion to the number of shares held by them;

(ii) to propose, convene, preside over, attend in person or appoint a proxy to attend and vote on his/her behalf at shareholders' meeting in accordance with laws;

(iii) to supervise and to put forward proposals and make enquiries relating to the operation of the Company;

(iv) to transfer, donate or pledge their shares in accordance with relevant laws, administrative regulations and the Articles of Association;

(v) to inspect and to copy the Articles of Association, register of shareholders, minutes of the shareholders' meeting, resolutions of Board meetings and financial reports, to inspect the Company's accounting books and vouchers for shareholders meeting statutory requirements;

(vi) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company according to the number of shares held by them;

(vii) for shareholders who dissent to a resolution for the merger or demerger of the Company, to demand the Company to acquire their shares;

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

The shareholders of ordinary shares of the Company shall have the following obligations:

(i) to abide by laws, administrative regulations and the Articles of Association;

(ii) to pay subscription monies according to the number of shares subscribed and the method of subscription;

(iii) not to return shares unless prescribed otherwise in laws and regulations;

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

(v) other obligations imposed by laws, administrative regulations, the securities regulatory rules in the place where the Company's shares are listed and the Articles of Association.

Shareholders shall be liable for compensation pursuant to applicable laws for losses caused to the Company or other shareholders due to their abuse of shareholder's rights. Shareholders shall be jointly accountable for the Company's liabilities where they abuse the Company's independent status as legal person and limited liability as a shareholder to evade debts, or seriously prejudice the interests of the Company's creditors.

6 General Provisions of Shareholder's Meetings

The shareholders' meeting is the governing authority of the Company, and shall exercise the following functions and powers in accordance with the law:

(i) to elect and change the directors and determine the remuneration of the directors;

(ii) to examine and approve report submitted by the Board;

(iii) to examine and approve the profit distribution plan and the plan for making up accrued losses of the Company;

(iv) to resolve on the increase or reduction in the registered capital of the Company;

(v) to resolve on the issue of bonds by the Company;

(vi) to resolve on such matters as the merger, division, dissolution, liquidation and change of company form;

(vii) to amend the Articles of Association;

(viii) to resolve on the Company's appointment, dismissals of accounting firms engaged for the company's audit services;

(ix) to examine and approve guarantees under Article 47 of Articles of Association;

(x) to examine any acquisition or disposal of any material asset whose asset value exceeds 30% of the latest audited total assets of the Company for one year;

(xi) to examine and approve any change in the use of proceeds from funds raised;

(xii) to examine share incentive schemes and employee stock ownership plan;

(xiii) to consider all transactions where the Company's percentage ratios calculated in accordance with Rule 14.07 of the Listing Rules relating to percentage ratios are not less than 25% (including one-off transactions and a series of transactions which require combined percentage ratio calculation) and connected transactions where the percentage ratios are not less than 5% (including one-off transactions and a series of transactions which require combined percentage ratio calculation);

(xiv) any other matters required by laws, administrative regulations, departmental rules, listing rules of the stock exchange where the Company's shares are listed or the Articles of Association to be resolved at the shareholders' meeting.

The shareholders' meeting can authorize the Board to resolve on issuance of corporate bonds.

Shareholders' meetings include annual meetings and extraordinary meetings. Annual meetings shall be held once every year within six months after the end of each financial year.

The Company shall hold an extraordinary meeting within two months upon the occurrence of any of the following events:

(i) when the number of directors is less than the number prescribed by the Company Law or less than two thirds of the number prescribed by the Articles of Association, i.e., 5 persons;

(ii) when the accumulated losses of the Company amount to one third of the total amount of its paid up share capital;

(iii) upon the requisition in writing of shareholders individually or collectively holding 10% or more of shares of the Company;

(iv) whenever the Board deems necessary;

(v) when the Audit Committee proposes to convene the meeting;

(vi) other circumstances stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed or the Articles of Association.

7 Convening of Shareholders' Meetings

The shareholders' meeting shall be convened by the Board on time within the prescribed time limit.

With the affirmative vote of more than half of all independent directors, independent directors are entitled to propose to the Board for convening an extraordinary meeting. In response to such proposal of the independent directors to convene an extraordinary meeting, the Board shall, within ten days after receiving such proposal, provide a response in writing to indicate whether or not the Board agrees to convene such extraordinary meeting pursuant to the laws, administrative regulations and the Articles of Association. Where the Board agrees to convene such extraordinary meeting, a notice to convene such shareholders' meeting shall be issued within five days after the passing of the relevant resolution by the Board. Where the Board disagrees to convene such extraordinary meeting, the Board shall give reasons for such decision, which shall also be announced.

The Audit Committee has the right to propose the Board to convene extraordinary meetings and such proposal shall be made by way of written request(s). The Board shall reply in writing regarding the acceptance or refusal to convene an extraordinary meeting within ten days upon receiving the written proposal in accordance with the requirements of the laws, administrative regulations and the Articles of Association. Where the Board agrees to convene such extraordinary meeting, a notice to convene the shareholders' meeting shall be issued within five (5) days after the relevant Board resolution is passed; any change to the original proposal in such notice shall be subject to the prior consent of the Audit Committee. Where the Board disagrees to convene such extraordinary meeting, or fails to respond within ten (10) days after receipt of the proposal, it shall be deemed that the Board is unable or unwilling to perform its duty to convene the shareholders' meeting, and the Audit Committee may then convene and preside over the meeting on its own.

Shareholders separately or aggregately holding 10% or more of the Company's shares have the right to propose the Board to convene an extraordinary meeting by way of written request(s). The Board shall reply in writing regarding the acceptance or refusal to convene an extraordinary meeting within ten days upon receiving the request in accordance with the requirements of the laws, administrative regulations and the Articles of Association. If the Board agrees to convene the extraordinary meeting, notice convening the meeting shall be issued within five days after the Board resolved to do so.

If the Board makes alterations to the original proposal in the notice, consent has to be obtained from the related shareholders.

If the Board does not agree to convene the extraordinary meeting or does not reply within ten days upon receiving the request, shareholders separately or aggregately holding 10% or more of the Company's issued shares have the right to propose the Audit Committee to convene an extraordinary meeting by way of written request(s).

If the Audit Committee agrees to convene the extraordinary meeting, notice convening the extraordinary meeting shall be issued within five days upon receiving the request. Should there be alterations to the original requests in the notice, consent has to be obtained from the related shareholders.

If the Audit Committee does not issue notice of the shareholders' meeting within the required period, it will be considered as not going to convene and preside over the meeting, and shareholders separately or aggregately holding 10% or more of the shares of the Company for ninety or more consecutive days have the right to convene and preside over the meeting on their own.

8 Proposals and Notices of Shareholder's Meetings

When the Company convenes the shareholders' meeting, the Board, the Audit Committee or shareholders individually or aggregately holding 1% or more of the total shares of the Company shall have the right to propose motions.

Shareholders separately or aggregately holding 1% or more of the shares of the Company may propose extraordinary motions to the convener in writing ten days before the convening of such shareholders' meeting.

The convener shall issue supplementary notice of the shareholders' meeting to announce the content of the extraordinary motions within two days after receiving the proposed motions and submit such motions for deliberation at the shareholders' meeting, unless the extraordinary motions violate laws, administrative regulations or the Articles of Association, or fall outside the scope of authority of the shareholders' meeting. Where the securities regulatory rules of the stock exchange on which the Company's shares are listed require the shareholders' meeting to be adjourned as a result of the issuance of a supplementary notice for such meeting, the convening of the shareholders' meeting shall be postponed in accordance with the relevant requirements of those securities regulatory rules.

Unless otherwise required by the preceding paragraph, the convener shall not amend the proposals listed in the aforesaid notice or add any new proposals subsequent to the dispatch of a notice of the shareholders' meeting. Where an annual meeting is convened by the Company, it shall issue a written notice 21 days prior to the meeting to notify all the registered shareholders. An extraordinary meeting shall be notified to the shareholders at least 15 days prior to the meeting.

Notice of any meeting shall be published on the Company's website or on the website designated by the Hong Kong Stock Exchange, in compliance with applicable laws, regulations and the listing rules of the place where the Company's shares are listed. Where an announcement is required to be given to holders of overseas-listed foreign shares under these Articles, such announcement shall also be published in the manner prescribed by the Hong

Kong Listing Rules. After the notice convening a meeting has been given, the convening party may, prior to the date of the meeting, issue a reminder notice in accordance with the Company Law and the relevant regulations.

9 Holding of Shareholder's Meetings

All the shareholders or their proxies recorded in the register of shareholders on the record date duly established under the listing rules of the stock exchange where the Company's shares are listed are entitled to attend the shareholders' meeting, and shall exercise their voting rights pursuant to the laws, regulations and the Articles of Association, save that any shareholder who is required by such listing rules to abstain from voting on any particular matter shall refrain from voting on that matter.

An individual shareholder who attends the shareholders' meeting in person shall present his/her identification card or other valid identification documents or certificates that can verify his/her identity. Where a proxy is appointed to attend the meeting, the proxy shall produce his/her own valid identification documents and the power of attorney.

A corporate or limited-partnership shareholder shall attend the meeting by (i) its legal representative/executive partner or the delegate appointed by the executive partner (or a delegate specifically authorised by either of them), or (ii) a proxy appointed by the legal representative/executive partner or the delegate appointed by the executive partner. The legal representative/executive partner or the delegate appointed by the executive partner who attends the shareholders' meeting shall present his/her identification card and valid certification documents which can prove his/her authority to act as the legal representative/executive partner or the delegate appointed by the executive partner. Where a proxy is appointed to attend the meeting, the proxy shall present his/her own identity card and the written power of attorney issued in accordance with the law by the legal representative/executive partner or the delegate appointed by the executive partner of the corporate shareholder or limited-partnership shareholder.

The power of attorney issued by shareholders to authorize other persons to attend the shareholders' meeting on their behalf shall clearly state the following:

(i) The name or designation of the principal, class and quantity of the Company shares held;

(ii) The name or designation of the proxy;

(iii) The specific instructions of the shareholder, including directions to vote for, against or abstain from voting respectively on each proposal of consideration listed on the agenda of the shareholders' meeting;

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

(v) Signature (or seal) of the appointing shareholder; if the appointing shareholder is a body corporate, the document shall be affixed with the legal person's seal or be signed by its director or an attorney duly authorised;

The shareholders' meeting shall be chaired by the chairperson of the board. In the event the chairperson of the board is unable to perform his/her duties or fails to perform his/her duties for any reason, the shareholders' meeting shall be chaired by a director jointly nominated by no less than half of the directors.

A shareholders' meeting convened by the Audit Committee shall be chaired by the convener of the Audit Committee. In the event the convener of the Audit Committee is unable to perform his/her duties or he/she fails to perform his/her duties, a member of Audit Committee jointly designated by more than half of the members of Audit Committee shall preside over the meeting.

A shareholders' meeting convened by shareholders shall be chaired by the representative nominated by the convener of such meeting.

In convening any shareholders' meeting, if the chairperson of the meeting has violated any rules of meeting such that the meeting may not proceed further, with the consent of shareholders representing more than half of the voting rights present at such meeting, the meeting may designate a person to chair the meeting so that the meeting may proceed further.

10 Voting and Resolutions at the Meetings

Resolutions of shareholders' meetings include ordinary resolutions and special resolutions. An ordinary resolution shall be passed by shareholders in attendance holding half or more of the voting rights. A special resolution shall be passed by shareholders in attendance holding two-thirds or more of the voting rights.

The following matters shall be approved by an ordinary resolution of a shareholders' meeting:

(i) work reports of the Board;

(ii) proposals formulated by the Board for distribution of profits and for making up accrued losses;

(iii) election and removal of members of the Board as well as the determination of their remuneration and the method of its payment;

(iv) such matters other than those required to be passed by special resolutions under the laws and administrative regulations and the listing rules of the stock exchange on which the Company's shares are listed or the Articles of Association.

The following matters shall be approved by special resolution of a shareholders' meeting:

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

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

(iii) any amendment of this Articles of Association;

(iv) purchase or disposal of material assets or the provision of guarantee to third parties within one year with the amount exceeding 30% of the most recently audited total assets of the Company;

(v) share incentive scheme;

(vi) insurance of shares, convertible corporate bonds and other types of securities as recognized under the securities regulatory rules of the stock exchange on which the Company's shares are listed;

(vii) other matters which are stipulated by the laws, administrative regulations, the listing rules of the stock exchange on which the Company's shares are listed or the Articles of Association, and which are resolved by way of an ordinary resolution to have a material impact on the Company and therefore shall be adopted by special resolutions.

Except for when company is in crisis, the Company shall not, without prior approval at a shareholders' meeting by a special resolution, enter into any contract with any person other than a director, general manager or other senior management whereby the administration of the whole or any substantial part of the business of the Company is to be handed over to such person.

THE BOARD OF DIRECTORS

11 Directors

Directors include executive directors, non-executive directors and independent directors. Non-executive directors refer to directors who do not participate in the daily operations and management of the Company. Independent Directors refer to directors who satisfies the requirements set forth in Article 109 of the Articles.

The Board of directors shall include one employee representative. Such representative shall be democratically elected by the company's employees through the employees' congress, general staff meeting, or other forms of democratic election, which shall not require approval by the shareholders' meeting.

Directors shall be elected or replaced by the shareholders' meeting and may be removed from office by the shareholders' meeting prior to the expiration of their term. Directors serve for a term of three years, whose term is renewable upon re-election, unless otherwise required by the laws, regulations, the Articles of Association and the listing rules of the stock exchange where the Company's shares are listed.

The general manager or senior management member of the Company may hold the post of director concurrently, provided, however, that the aggregate number of Directors who simultaneously hold the position of general manager or other senior management member, together with any employee-representative directors, shall not exceed one-half (1/2) of the total number of Directors of the Company. Subject to the listing rules of the stock exchange where the Company's shares are listed, any person appointed by the Board to fill a casual vacancy or as an additional Director shall hold office only until the first annual meeting following such appointment, at which meeting such person shall be eligible for re-election.

Directors shall observe the laws, administrative regulations, the Articles of Association, and the listing rules of the stock exchange where the Company's shares are listed. Directors shall undertake fiduciary duties and shall take proactive measures to avoid conflicts of interest between themselves and the Company, and shall refrain from using their position to seek improper gains. Directors shall undertake the following fiduciary duties to the Company that they should:

(i) not to solicit or accept bribes or other illegal gains through abuse of official powers, and not to expropriate the assets of the Company;

(ii) not to misappropriate the funds of the Company;

(iii) not to open any account in their own names or in others' names for the purpose of depositing any of the Company's funds;

(iv) not to conclude any contract or conduct transactions with the Company directly or indirectly without reporting to the Board or shareholders' meeting and obtaining approval of the board of directors or the meeting in accordance with the Articles of Association. The provisions of the previous paragraph shall apply to the close relatives of the directors or senior management, enterprises directly or indirectly controlled by the directors or senior management or their close relatives, and related persons with other associations with the directors or senior management when entering into contracts or transactions with the Company;

(v) not to take advantage of their positions to seek business opportunities for the benefits of themselves or others that should belong to the Company. However, this does not apply in the following cases: (i) the business opportunity is reported to the board of directors or shareholders' meeting and is approved by a resolution, or (ii) the Company is legally prohibited from utilizing the business opportunity according to laws, administrative regulations, or the Articles of Association;

(vi) Directors shall not engage in or operate a business that competes with the Company's business, either personally or on behalf of others, unless the business opportunity has been reported to and approved by the board of directors or shareholders' meeting in accordance with the provisions of the Articles of Association;

(vii) not to keep as their own, the commission for transaction with the Company;

(viii) not to disclose secret of the Company without authorization;

(ix) not to use their related-party relationships to damage the interests of the Company;

(x) to fulfill other fiduciary duties stipulated by the laws, administrative regulations, departmental rules, the Articles of Association and the listing rules of the stock exchange where the Company's shares are listed.

Any income obtained by directors in violation of any of the provisions of this Article shall belong to the Company.

Directors shall comply with applicable laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed and the Articles. In the performance of their duties they owe the following duties of diligence to the Company and shall exercise the reasonable care ordinarily expected of a prudent manager in the best interests of the Company. Every director must, in the performance of his/her duties as a director:

(i) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure that the business operations of the Company comply with PRC laws, administrative regulations and all the PRC economic policies and are not beyond the business scope specified in the business license of the Company;

(ii) to treat all shareholders fairly;

(iii) to acquire the knowledge of the business operation and management of the Company on a timely basis;

(iv) to sign the written confirmation of regular reports of the Company and ensure the truthfulness, accuracy and completeness of the information disclosed by the Company;

(v) to honestly inform the Audit Committee with the relevant circumstances and information, not to prevent the Audit Committee from exercising their functions and powers;

(vi) to fulfill other obligations of diligence stipulated by the laws, administrative regulations, departmental rules, the Articles of Association and the listing rules of the stock exchange where the Company's shares are listed.

12 Board of Directors

The company has a board of directors.

The Board shall consist of not fewer than five (5) and not more than eleven (11) Directors, of whom at least one-third shall be independent Directors, and shall have one (1) Chairman.

The Board shall exercise the following duties and powers:

(i) to convene shareholders' meetings and report its work to the shareholders' meeting;

(ii) to implement the resolutions of shareholders' meetings;

(iii) to decide on the Company's business plans and investment plans;

(iv) to formulate the Company's profit distribution plans and plans on making up of losses;

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

(vi) to formulate plans for significant asset acquisition and purchase of shares of the Company, merger, division, dissolution and alteration of corporate form;

(vii) to decide on, among others, external investments, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted wealth management, connected transactions and external donations of the Company within the authorization of the shareholders' meeting;

(viii) to determine the establishment of the Company's internal management structure;

(ix) to decide on the appointment or dismissal of the general manager, the Board secretary and other senior management members and matters concerning their remuneration, punishment and reward, and according to the nomination by the general manager, to decide on the appointment or dismissal of deputy general managers, chief financial officer and other senior management members of the Company and matters concerning their remuneration, punishment and reward;

(x) to formulate basic management policies of the Company;

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

(xii) to manage information disclosure of the Company;

(xiii) to submit proposals to the shareholders' meeting on the engagement or replacement of the accounting firm providing audit services to the Company;

(xiv) to receive reports from and inspect the work of the general manager;

(xv) other functions and powers provided for in laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed and the Article of Association, and conferred at shareholders' meetings.

The Board shall have one chairman who shall be elected by a majority of all directors. The chairman shall perform the following functions:

(i) to preside over the shareholders' meetings and convening and presiding over meetings of the Board;

(ii) to oversee and inspect the execution of the resolutions of the Board;

(iii) other functions and powers conferred by the Board.

The Board meetings include regular meetings and extraordinary meetings.

The Board shall hold at least four meetings per annum, which shall be convened by the chairman, and all the directors shall be notified in writing at least 14 days before the regular meeting.

A Board meeting can be held only if more than half of the directors are present. Unless otherwise provided by law, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed or the Articles, the resolutions of the Board must be passed by more than half of all directors. In respect of resolutions of the Board, each director shall have one vote.

13 Special Committees of the Board of Directors

The Board of the Company shall establish the Audit Committee, the nomination committee and the Remuneration and Evaluation Committee and the Strategy and ESG Committee. Each special committee shall perform its duties in accordance with the listing rules of the stock exchange where the Company's shares are listed, the Articles and any mandate from the Board. Any proposals of the special committee shall be submitted to the Board for consideration and approval.

The Audit Committee shall comprise three to five directors who do not serve as senior management of the Company, more than half of whom shall be independent directors. The convener of the Audit Committee shall be an accounting professional. The Board is responsible for formulating working rules, to standardize the operation of the special committees.

The Audit Committee shall exercise the powers and functions of the board of supervisors provided in the PRC Company Law. The Audit Committee shall be responsible for reviewing the Company's financial information and disclosures, overseeing and evaluating internal and external audits, and monitoring internal controls. The following matters shall be submitted to the Board of Directors for deliberation only after obtaining approval by more than half of the Audit Committee members:

(i) to disclose financial accounting reports, financial information in periodic reports and internal control evaluation reports;

(ii) to appoint or dismiss an accounting firm that undertakes the audit business of the Company;

(iii) to appoint or dismiss the Company's chief financial officer;

(iv) to change accounting policies or estimates, or to correct material accounting errors, except when resulting from changes in accounting standards;

(v) other matters stipulated by laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed and the Article of Association.

The nomination committee shall be responsible for formulating selection criteria and procedures for Directors and senior management, conducting reviews and assessments of candidates for Director and senior management positions, and submitting the following matters to the Board of Directors for deliberation:

(i) to nominate or dismiss Directors;

(ii) to appoint or dismiss the senior management personnel;

(iii) other matters stipulated by laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed, and the Company's Articles of Association.

The Remuneration and Evaluation Committee shall be responsible for formulating appraisal standards and conducting appraisals for Directors and senior management, developing and reviewing remuneration policies and schemes for Directors and senior management, including remuneration determination mechanisms, decision-making processes, payment, withholding, and clawback arrangements, and submitting the following matters to the Board of Directors for deliberation:

(i) remuneration of Directors and senior management;

(ii) to formulate or to modify equity incentive plans or employee stock ownership plans, including the granting of entitlements to incentive recipients and the fulfillment of conditions for exercising entitlements;

(iii) to arrange shareholding plans for Directors and senior management in proposed spin-off subsidiaries;

(iv) other matters stipulated by laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed, and the Company's Articles of Association.

SENIOR MANAGEMENT

14 General Manager and Other Senior Management Officers

The Company has one general manager and may appoint deputy general manager to assist the general manager; and one chief financial officer. The general manager, deputy general managers shall be appointed or dismissed by the Board. The general manager, the deputy general managers, the chief financial officer, and the Board secretary, as well as other persons expressly appointed by the Board as senior management personnel are senior management officers of the Company.

The term of office of the general manager shall be three years, renewable upon reappointment. The general manager may resign before his or her term of office expires. The procedure and rules for such resignation shall be specified in the labor contract between the general manager and the Company.

The general manager shall be responsible for the Board and exercise the following functions and powers:

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

(ii) to organize the implementation of the Company's annual business plans and investment plans;

(iii) to draft plans for the establishment of the Company's internal management organization;

(iv) to draft the Company's basic management system;

(v) to formulate the Company's specific regulations;

(vi) to propose the appointment or dismissal of the deputy general managers and the chief financial officer;

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

(viii) such other functions and powers conferred by the Articles of Association and the Board.

FINANCIAL AND ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION AND AUDITING

15 Financial and Accounting System

The company shall establish its financial and accounting systems in accordance with laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed.

16 Profit Distribution

Where the Company distributes its after-tax profits of the current year, it shall allocate 10% of the profits after tax as the Company's statutory common reserve, provided that no allocation is required if the accumulated statutory common reserve represents no less than 50% of the registered capital of the Company. Where the statutory common reserve fund of the Company is not sufficient to cover the Company's loss from the previous year, the current year profits shall be used to cover such loss before allocation is made to the statutory common reserve fund pursuant to the previous paragraph. After allocation to the statutory common reserve fund has been made from the after-tax profits of the Company, the discretionary surplus reserve of any amount fund may be allocated from the after-tax profits upon approval by shareholders' meeting. Any profit after taxation and after making up losses and making appropriation to the statutory surplus reserve shall be distributed by the Company to shareholders in proportion to their shareholdings, unless these Articles of Association provide that distributions are to be made otherwise than proportionally. Where the shareholders' meeting distributes profits to shareholders in violation of the Company law, the shareholders shall return to the Company the profit distributed. Where such distribution causes losses to the Company, the shareholders, the responsible directors and senior management shall be liable for compensation. The Company shall not participate in profit distribution in respect of shares held under its name.

The Company's common reserves shall be used for making up accrued losses, expanding the business operations or increasing the registered capital of the Company. When covering the Company's losses with the Company's common reserves, the discretionary surplus reserve and statutory common reserve shall be used first. If the losses still cannot be fully covered, the capital reserve may be utilized in accordance with applicable regulations. When the statutory common reserve is converted into capital, the balance of such reserve shall not be less than 25% of the registered capital prior to the conversion.

APPOINTMENT OF AN ACCOUNTING FIRM

17 Appointment of Accounting Firm

The Company shall appoint an independent accounting firm which satisfies the laws and regulations of the place where the Company's shares are listed and the securities regulatory rules to audit the annual financial report of the Company, and verify other financial reports of the Company. The term of appointment is one year and is renewable. The appointment and dismissal of an accounting firm shall be made only by a shareholders' meeting, and no accounting firm should be appointed by the Board prior to the decision of shareholders' meeting.

18 Merger, Division, Capital Increase and Capital Reduction

In the case of merger, the Company may take the form of merger by absorption or merger by new establishment. In the case of mergers by absorption, a company absorbs other companies and the absorbed company is dissolved. In the case of mergers by new establishment, two or more companies combine together for the establishment of a new one, and the pre-merger companies are dissolved.

To split the Company, the properties thereof shall be divided accordingly. To split the Company, a balance sheets and checklists of properties shall be worked out. The Company shall, within 10 days after the decision of split-up is made, inform the creditors and make a public announcement on media recognized by the stock exchange where the Company's shares are listed or the state enterprise credit information publicity system within 30 days, in accordance with the Company Law.

Where the Company reduce its registered capital, it shall work out balance sheets and checklists of properties. The Company shall, within ten days after the resolution of the shareholders' meeting to reduce the registered capital, notify the creditors and make a public announcement on media recognized by the stock exchange where the Company's shares are listed or the state enterprise credit information publicity system within 30 days. The creditors shall, within 30 days after receiving the notice or within 45 days after the issuance of the public announcement if it fails to receive the notice, be entitled to demand the Company to pay off the debts or to provide respective guaranties. Where, in the process of merger or split-up of the Company, any of the registered items is changed, the Company shall go through the registration for change with the company registration authority.

Where the Company is dissolved, it shall be deregistered according to law. If a new company is established, it shall go through the procedures for company establishment abiding by law. In the case of increasing or reducing its registered capital, the Company shall go through registration of change with the company registration authority abiding by law.

19 Dissolution and Liquidation

The Company may be dissolved under one of the following circumstances:

(i) the term of business operation as prescribed by the Articles expires or any of the situations for dissolution prescribed in the Articles occurs;

(ii) the shareholders' meeting has adopted a resolution for dissolution;

(iii) it is necessary to be dissolved due to merger or split-up of the Company;

(iv) the business license of the Company is revoked, or the Company is ordered to close down or is closed down in accordance with laws; or

(v) the Company meets any serious difficulty in its operations or management so that the interests of the shareholders will face material loss if the Company continues to exist and the difficulty cannot be solved by any other means, the shareholders who hold ten percent or more of the voting rights may plead the people's court to dissolve the Company.

The liquidation committee shall notify the creditors within ten days of and make announcements on media recognized by the stock exchange where the Company's shares are listed or the state enterprise credit information publicity system within 60 days of the date of its establishment. A creditor shall, within 30 days of receipt of the notice, or in the case of failure to receive the notice, within 45 days of the date of the announcement, claim its rights to the liquidation committee. In claiming its rights, the creditor shall explain the relevant issues on the creditor's rights and provide evidential materials in respect thereof. The liquidation committee shall register the creditors' rights. While claiming of creditors' rights, the liquidation committee shall not make any repayment to creditors.

After paying off the liquidation expenses, wages of employees, social insurance premiums and legal indemnities, the outstanding taxes and the debts of the Company, the remaining assets may be distributed according to the proportion of shares held by the shareholders.

20 Amendments to the Articles of Association

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

(i) after amendments are made to the Company Law or other relevant laws, administrative regulations and securities regulatory rules at the place where the shares of the Company are listed, any term contained in the Articles of Association become inconsistent with the said amendments;

(ii) if certain changes of the Company occur resulting in inconsistency with certain terms specified in the Articles of Association;

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

Where the amendments to the Articles of Association passed by resolutions of the shareholders' meetings require approval of the competent authorities, the amendments shall be submitted to the relevant authorities for approval. The Board shall revise the Articles of Association in accordance with the resolution of the shareholders' meeting and any comments of the relevant approving authority.

NOTICE AND ANNOUNCEMENT

21 Notice

The notice of the Company shall be issued in the following form:

(i) Personal delivery;

(ii) Mail, facsimile or e-mail;

(iii) Announcement;

(iv) Other forms approved by relevant regulatory authority where the Company's shares are listed or stipulated by the Articles of Association.

22 Announcement

The Company shall designate at least one newspaper or periodical designated by the China Securities Regulatory Commission for disclosure of information by listed companies, as well as the CNINFO website (**www.cninfo.com.cn**) and the HKEX news website (**www.hkexnews.hk**) of The Stock Exchange of Hong Kong Limited, as the media for publication of company announcements and other information required to be disclosed.