This Appendix mainly provides potential [**REDACTED**] with an overview of our Articles of Association. As the following is a summary only, it may not contain all information that is important for potential [**REDACTED**].

ISSUANCE OF SHARES

The Company shall issue shares in accordance with the principles of openness, fairness, and equity, and each share of the same class shall have the same rights.

The issue terms and price per share of the same class in the same issue shall be the same; the same price shall be paid for each share subscribed for by any subscriber.

INCREASE, DECREASE AND REPURCHASE OF SHARES

Increase and Decrease of Shares

The Company may increase its capital in the following ways in light of its business and development needs and in accordance with the laws and regulations, regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] and by resolutions made at general meetings:

(a) offering of shares to unspecified targets;

(b) offering of shares to specific targets;

(c) distributing bonus shares to existing shareholders;

(d) converting reserves into share capital;

(e) other means permitted by laws and regulations or approved/filed with relevant regulatory authorities.

The Company may reduce its registered capital. The Company shall decrease its registered capital in accordance with the procedures set forth in the PRC Company Law, Hong Kong Listing Rules, the securities regulatory rules of the place(s) where the shares of the Company are listed and other relevant regulations as well as the Articles of Association.

Repurchase of Shares

The Company shall repurchase its shares in accordance with the provisions of laws, administrative regulations, departmental rules, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] and the Articles of Association under the following circumstances:

(a) reducing the registered capital of the Company;

(b) merging with another company that holds the shares of the Company;

(c) granting the shares for the employee shareholding scheme or as share incentives;

(d) shareholders who disagree with the resolutions for the merger and division of the Company made at the general meeting may demand the Company to repurchase their shares;

(e) using the shares to satisfy the conversion of corporate bonds convertible into the shares issued by the Company;

(f) it is necessary for the Company to maintain the value of the Company and shareholders' equity.

(g) other situations where the Company can buy back its shares in accordance with laws, administrative regulations, departmental rules, normative documents, Hong Kong Listing Rules, and other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**].

The Company shall not repurchase its shares, except in one of the above circumstances.

Where the Company repurchases its shares under the circumstances described in items (c), (e) and (f) of the preceding paragraph, it shall be carried out by [**REDACTED**], subject to compliance with the securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**].

Where the Company repurchases its shares due to the circumstances specified in items (a) and (b) of the preceding paragraph, it shall be subject to a resolution made at a general meeting; where the Company repurchases the shares of the Company due to the circumstances specified in items (c), (e) and (f) of the preceding paragraph, such repurchase shall be resolved by a Board meeting with the attendance of more than two-thirds of the directors, subject to compliance with the securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**].

Shares repurchased by the Company under item (a) of the preceding paragraph shall be cancelled within 10 days from the date of repurchase; shares repurchased under items (b) and (d) of the preceding paragraph shall be transferred or cancelled within 6 months thereafter; and all of the total number of shares repurchased in accordance with items (c), (e) and (f) of the preceding paragraph shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within 3 years.

With respect to overseas listed shares, if laws, regulations, the securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] or Hong Kong Listing Rules have other provisions on matters related to the repurchase of shares, such provisions shall prevail. The repurchase of the Company's overseas-[**REDACTED**] foreign shares shall be governed by Hong Kong Listing Rules and other applicable laws, regulations and regulatory requirements of the place(s) where such foreign shares are [**REDACTED**].

Transfer of Shares

The shares of the Company shall be transferred according to law.

Shares issued by the Company prior to a [**REDACTED**] shall not be transferred within one year from the date on which shares of the Company are [**REDACTED**] and [**REDACTED**] on the stock exchange.

Directors, supervisors and senior management of the Company shall report to the Company their holdings of shares of the Company and the changes thereof. During their term of office, the shares transferred by any of them each year shall not exceed 25% of the total shares of the Company held by them (excluding share transfers resulting from judicial enforcement, inheritance, bequests, division of property under applicable laws, or similar circumstances). The above personnel shall not transfer the shares of the Company held by them within 6 months after the expiry of their term of office. If the above personnel leave their posts before the expiration of their terms, they shall continue to comply with the aforementioned restrictive provisions during the term confirmed when they took office and within six months after the expiration of their terms. The shares of the Company held by the aforesaid persons shall not be transferred within one year from the date on which the shares of the Company are [**REDACTED**] and [**REDACTED**]. If the securities regulatory authority where the company's shares are [**REDACTED**] have other provisions on matters related to the restrictions on the transfer, such provisions shall prevail.

Where directors, supervisors, senior management and shareholders holding 5% or above shares of the Company sell the shares of the Company or other securities with an equity nature within 6 months after the purchase thereof, or purchase the shares of the Company or other securities with an equity nature as held within 6 months after selling the same, the earnings arising therefrom shall belong to the Company, and the Board of the Company shall recover such earnings. However, the restriction shall not be applicable to a securities company holding 5% or above of the shares of the Company as a result of its purchase of the remaining unsold shares [**REDACTED**] by it and other circumstances stipulated by the China Securities Regulatory Commission ("CSRC").

SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETINGS

Shareholders

The Company shall establish a register of members with the evidence provided by the securities registration authority and in compliance with applicable laws, regulations, normative documents, and Hong Kong Listing Rules. The register of members shall be conclusive evidence of the holding of the shares of the Company by the shareholders. Shareholders shall enjoy the rights and assume the obligations according to the class of the shares they hold. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

Shareholders of the Company shall enjoy the following rights:

(a) to speak and vote at the shareholders' meeting, unless it is required by Hong Kong Listing Rules to waive voting rights on individual matters;

(b) to receive dividends and other distributions in proportion to the shares they hold;

(c) to request, convene, hold, attend or appoint a proxy to attend general meetings and exercise the corresponding voting rights in accordance with laws;

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

(e) to transfer, gift or pledge the shares it holds in accordance with laws, administrative regulations, departmental rules, normative documents, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] and the Articles of Association;

(f) to inspect and copy the Articles of Association, register of members (the Company may suspend the registration of shareholders on terms equivalent to those set out in Section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)), record of bondholders, minutes of general meetings, resolutions of Board meetings, resolutions of meetings of the Supervisory Committee and the publicised financial reports. Shareholders who satisfy prescribed requirements shall have the right to inspect the Company's accounting books and supporting vouchers;

(g) in the event of termination or liquidation of the Company, to participate in the distribution of the remaining property of the Company in proportion with the number of shares held by them;

(h) to require the Company to purchase their shares in the event of objection to the resolutions of the general meeting on merger or division of the Company;

(i) to enjoy other rights stipulated by laws, administrative regulations, departmental rules, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] and the Articles of Association.

If any resolution of the general meeting or the Board meeting violates laws and administrative regulations, the shareholders shall have the right to submit to the People's Court to declare the resolution invalid. If the convening procedures and voting ways of the general meeting or the Board meeting violate laws, administrative regulations or the Articles of Association, or the resolutions violate the Articles of Association, the shareholders have the right to submit to the People's Court to cancel the resolutions within 60 days after the adoption of the resolutions, except for the circumstances where the convening procedures and voting ways have only minor flaws and there's no substantial impact on resolutions.

Shareholders of the Company shall assume the following obligations:

(a) to abide by the laws, administrative regulations, departmental rules, normative documents, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] and the Articles of Association;

(b) to pay capital contribution as per the shares subscribed for and the method of subscription;

(c) not to return shares unless prescribed otherwise in laws, administrative regulations, departmental rules, normative documents, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] and the Articles of Association;

(d) not to abuse shareholders' rights to impair the interests of the Company or other shareholders; not to abuse the independent status of legal person or shareholders' limited liabilities to impair the interests of the creditors of the Company;

(e) to assume other obligations prescribed by the laws, administrative regulations, departmental rules, normative documents, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] and the Articles of Association.

General Provisions for general meeting

The general meeting is the organ of authority of the Company and shall exercise the following duties and powers in accordance with laws:

(a) to elect and replace directors or supervisors and to determine matters relating to the remuneration of the directors or supervisors;

(b) to consider and approve the reports of the Board of Directors;

(c) to consider and approve the reports of the Supervisory Committee;

(d) to consider and approve the profit distribution plan and loss recovery plans of the Company;

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

(f) to resolve on the issue of corporate bonds;

(g) to resolve on the merger, division, dissolution, liquidation or change in corporate form of the Company;

(h) to amend the Articles of Association;

(i) to resolve on the appointment and dismissal of accounting firms by the Company;

(j) to consider and approve the transaction specified in Article 39 of the Articles of Association;

(k) to consider and approve the guarantee matters specified in Article 40 of the Articles of Association;

(l) to consider matters relating to the purchase and sale by the Company within one year of material assets valued at more than 30% of the audited total assets of the Company as at the most recent period;

(m) to consider transactions between the Company and its related parties that are required to be submitted to the general meeting for approval according to Hong Kong Listing Rules;

(n) to consider and approve matters relating to changes in the use of [**REDACTED**];

(o) to consider share incentive scheme and employee shareholding scheme;

(p) to consider other matters to be resolved by the general meeting as required by laws, administrative regulations, departmental rules, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] or the Articles of Association.

Transactions that occur in the Company (excluding financial assistance, providing guarantees or cash assets donated to the Company, obtaining debt relief, and other transactions that do not involve payment of consideration and do not carry any obligations), and meet the following standards according to the definition and relevant calculation methods stipulated in Hong Kong Listing Rules, shall not only be approved by the Board, but also submitted to the general meeting for review:

(a) Main transactions;

(b) Significant sales events;

(c) Very significant acquisition matters;

(d) Anti takeover actions.

The calculation method for the transaction amount involved in this provision shall be based on the relevant provisions of Chapter 14 of Hong Kong Listing Rules.

The following provision of external guarantees by the Company is subject to the consideration and approval of the general meeting:

(a) the total amount of the external guarantees provided by the Company and its holding subsidiaries exceeding 50% of the latest audited net assets;

(b) the amount of the guarantees provided by the Company within twelve consecutive months exceeding 30% of the latest audited total assets;

(c) any guarantee to be provided to a recipient of such security whose asset to liability ratio is over 70%;

(d) any single guarantee with an amount exceeding 10% of the latest audited net assets;

(e) the total amount of the external guarantees provided by the Company exceeding 30% of the latest audited total assets;

(f) any guarantee provided to shareholders, controllers, and their related parties;

(g) any guarantee required by applicable laws, regulations, normative documents, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**], and internal policies to be submitted to the general meeting for approval.

The general meetings are divided into annual general meetings and extraordinary general meetings. The annual general meeting shall be convened once a year and be held within six months from the end of the previous accounting year.

The Company shall convene an extraordinary general meeting within two months upon the actual occurrence of any of the following circumstances:

(a) the number of directors is less than the number specified in law or two-thirds of the number specified in the Articles of Association;

(b) when the unrecovered losses of the Company amount to one-third of the total share capital;

(c) when any shareholder(s) individually or collectively holding over 10% of the Company's shares so request;

(d) whenever the Board of Directors considers necessary;

(e) whenever the Supervisory Committee proposes to convene;

(f) when the independent directors is less than the statutory minimum requirement;

(g) other circumstances required by the laws, administrative regulations, departmental rules, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] or the Articles of Association.

Summoning of the general meetings

A general meeting shall be convened by the Board of Directors.

The Supervisory Committee shall have the right to propose to the Board of Directors in writing to convene an extraordinary general meeting. The Board of Directors shall, in accordance with relevant laws, administrative regulations and the Articles of Association, give a written response on whether or not it agrees to convene such an extraordinary general meeting within 10 days after the receipt of the proposal. If the Board of Directors agrees to convene an extraordinary general meeting, it shall give a notice convening such meeting within 5 days after it has so resolved. Any changes to be made to the original request in the notice shall be subject to approval of the Supervisory Committee. If the Board of Directors does not agree to convene an extraordinary general meeting or fails to give a response within 10 days after the receipt of the proposal, the Supervisory Committee may convene and preside over such meeting on its own.

Shareholders that hold, individually or collectively, 10% or more of the shares in the Company shall have the right to request in writing the Board of Directors to convene an extraordinary general meeting. The Board of Directors shall, in accordance with relevant laws, administrative regulations, Hong Kong Listing Rules and the Articles of Association, give a written response on whether or not it agrees to convene such an extraordinary general meeting within 10 days after the receipt of the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within 5 days upon the passing of the Board resolution. Any changes to be made to the original request in the notice shall be subject to approval of the relevant shareholders. If the Board of Directors does not agree to convene an extraordinary general meeting or fails to give a response within 10 days after the receipt of the proposal, the shareholders that hold, individually or collectively, 10% or more of the shares of the Company may propose to the Supervisory Committee to convene an extraordinary general meeting. If the Supervisory Committee agrees to convene an extraordinary general meeting, it shall give a notice convening such meeting within 5 days after it has so resolved. Any changes to be made to the original request in the notice shall be subject to approval of the relevant shareholders. If the Supervisory Committee fails to give the notice convening such meeting within the period specified herein above, it shall be deemed to have failed to convene and preside over such meeting. The shareholders that hold, individually or collectively, 10% or more of the shares in the Company for 90 days or more consecutively may convene and preside over such meeting on their own. Before the announcement of the general meeting resolution, the total shareholding ratio of the shareholders convening the general meeting shall not be less than 10%.

Independent directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. The Board of Directors shall, in accordance with relevant laws, administrative regulations, Hong Kong Listing Rules and the Articles of Association, furnish a written reply on whether to convene the extraordinary general meeting within 10 days upon receipt of the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, a notice of such meeting shall be given within 5 days upon the passing of the Board resolution. If the Board of Directors does not agree to convene the extraordinary general meeting, it shall explain the reasons and make an announcement.

Where the Supervisory Committee or the shareholder(s) convene a general meeting on its or their own, the Board of Directors and the secretary of the Board of Directors shall provide assistance. The Board of Directors will provide the register of members as of the date of the share registration.

Proposals and Notices of the general meetings

When the Company holds a general meeting, the Board of Directors, the Supervisory Committee and the shareholder(s) individually or jointly holding more than 1% of the Company's shares shall have the right to make proposals to the Company. The shareholder(s) individually or jointly holding more than 1% of the Company's shares may put forward interim proposals and submit such proposals in writing to the convener 10 days before the general meeting is held. The convener shall issue a supplemental notice of the general meeting within 2 days upon the receipt of such proposals, announce the contents of the interim proposals and submit the same to the general meeting for consideration, provided that such proposals shall not violate laws, administrative regulations or the Articles of Association, and shall fall within the scope of authority of the general meeting.

Except for the circumstances prescribed in the preceding paragraph, the convener shall not modify the proposals listed or add any new proposal in the notice of the general meeting after sending it out.

Proposals not set out in the notice of the general meeting or not in compliance with the Articles of Association shall not be voted on or resolved on at the general meeting.

The convener shall inform each shareholder of the annual general meeting in writing 21 days before convening such meeting and shall inform each shareholder of the extraordinary general meeting in writing 15 days before convening such meeting.

The notice of a general meeting shall include the following:

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

(b) method of convening the meeting;

(c) matters and proposals to be considered at the meeting;

(d) a prominent written statement that all shareholders have the right to attend the general meeting, and may appoint a proxy in writing, who need not be a shareholder, to attend and vote on his/her behalf;

(e) the name and telephone number of permanent contact persons for the affairs of the meeting;

(f) the voting time and procedure via the Internet or through other means;

(g) the shareholding registration date for shareholders entitled to attend the general meeting;

(h) other contents stipulated by laws, regulations, normative documents, Hong Kong Listing Rules and other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**].

Convening of general meetings

Shareholder may attend the general meeting in person, or appoint a proxy to attend or vote on behalf of such shareholder.

Individual shareholders attending the meeting in person shall present his/her identity card or other valid licence or certificate that can prove his/her identity. Proxies appointed to attend the meeting shall present valid proof of their identities and the power of attorney from the appointing shareholder.

Shareholder that is a legal person shall attend the meeting by its legal representative or by proxies appointed by it. If a legal representative attends the meeting, he/she shall present his or her identity card and a valid certificate proving his/her qualifications as a legal representative. Where the meeting is attended by proxy, he/she shall present his/her identity card and written power of attorney issued by the legal representative of the corporate shareholder unit in accordance with the law (except where the shareholder is a Recognised Clearing House or its nominees as defined in the relevant regulations in force from time to time under Hong Kong law or the securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**]).

An unincorporated organization shareholder shall attend the meeting by its responsible person or a proxy appointed by the responsible person. If the responsible person attends the meeting, he or she shall produce his or her own identity card and valid proof of his/her status of a responsible person. If a proxy has been appointed to attend the meeting, such proxy shall produce his/her own identity card and the written power of attorney issued by the responsible person of the organization according to law.

The power of attorney issued by a shareholder to appoint a proxy to attend any general meeting shall contain the following:

(a) name of the appointer and the number of shares represented by the proxy;

(b) name of the proxy;

(c) specific instructions of the shareholder, including instructions to vote for, against or abstain from voting on each matter to be deliberated on the agenda of the general meeting;

(d) the date of issuance and term of validity of the power of attorney;

(e) the signature (or seal) of the shareholder. In the case of a corporate shareholder, the seal of the legal person shall be affixed. In the case of a partnership enterprise shareholder, the seal of the partnership enterprise shall be affixed and the executing partner shall stamp or sign.

If the shareholder does not give specific instructions on authorising a proxy to attend the general meeting, the power of attorney shall state whether the proxy may vote as he/she thinks fit.

A general meeting shall be presided over by chairman of the Board of Directors. Where the chairman of the Board of Directors is unable or fails to perform his/her duties, the meeting shall be presided over by a director jointly elected by more than half of the directors. A general meeting convened by the Supervisory Committee shall be presided over by the chairman of the Supervisory Committee. Where the chairman of the Supervisory Committee is unable or fails to perform his/her duties, the meeting shall be presided over by a supervisor jointly elected by more than half of the supervisors. A general meeting convened by shareholder(s) shall be presided over by a representative elected by convener(s). Where the host of the meeting violates the rules of procedure and makes it impossible to continue the meeting, with the consent of more than half of the shareholders present at the meeting with voting rights, the general meeting may elect a person to serve as the host of the meeting and continue the meeting.

Voting of general meetings

Resolutions of a general meeting are divided into ordinary resolutions and special resolutions. Ordinary resolutions of a general meeting shall be passed by votes representing more than half of the voting rights held by shareholders (including proxies thereof) attending the general meeting. Special resolutions of a general meeting shall be passed by votes representing more than two-thirds of voting rights held by shareholders (including proxies thereof) attending the general meeting.

The following matters shall be passed by ordinary resolutions at a general meeting:

(a) work reports of the Board of Directors and the Supervisory Committee;

(b) profit distribution plans and plans for recovery of losses formulated by the Board of Directors;

(c) appointment and dismissal of members of the Board of Directors and the Supervisory Committee, their remunerations and methods of payment;

(d) engagement, dismissal or non renewal of accounting firms and their remuneration;

(e) related party transactions between the Company and its related parties that are required to be submitted to the general meeting for approval according to Hong Kong Listing Rules;

(f) changes in the use of proceeds;

(g) matters other than those required by the laws, administrative regulations, departmental rules, normative documents, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] or the Articles of Association to be passed by special resolution.

The following matters shall be passed by special resolutions at a general meeting:

(a) increase or reduction of registered capital of the Company;

(b) issuance of bonds by the Company;

(c) division, spin-off, merger, dissolution and liquidation of the Company;

(d) the amendment of the Articles of Association;

(e) the purchase and sale of material assets or amount of guarantee provided by the Company within one year valued at more than 30% of the audited total assets of the Company as at the most recent period;

(f) share incentive scheme and employee shareholding scheme;

(g) other matters as required by the laws, administrative regulations, departmental rules, normative documents, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] or the Articles of Association, and considered by the general meeting, by way of an ordinary resolution, to be of a nature which may have a material impact on the Company, shall be passed by a special resolution.

Shareholders (including proxies thereof) have the right to exercise their voting rights based on the number of voting shares they represent. Each share is entitled to one vote.

The shares of the Company held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by shareholders attending a general meeting.

If a shareholder's purchase of the Company's voting shares violates the provisions of Clause 1 and Clause 2 of Article 63 of the PRC Securities Law, the portion of the shares over the prescribed ratio shall not be allowed to exercise voting rights for a period of thirty-six months after the purchase and shall not be counted towards the total number of voting shares held by shareholders present at the general meeting.

Where any shareholder is, under Hong Kong Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for (or only against) any particular resolution, any votes cast by the shareholder (or his/her proxy) in contravention of such requirement or restriction shall not be counted.

When matters relating to related transactions are considered at a general meeting, the related shareholders shall abstain from voting, and the number of voting shares represented by them shall not be counted into the total number of valid votes; the announcement of any resolution made at the general meeting should fully disclose the voting information of the non-related shareholders.

BOARD OF DIRECTORS

Directors

Directors of the Company are natural persons. A person shall not serve as a director of the Company if any of the following circumstances applies:

(a) the person who has no capacity or has restricted capacity for civil conduct;

(b) the person who has been sentenced to criminal punishment for corruption, bribery, embezzlement of property, misappropriation of property or disruption of the socialist market economic order; or has been deprived of political rights because of committing an offence, in each case where less than 5 years have elapsed since the expiration of the execution period, and in the case of a suspended sentence, less than 2 years have elapsed since the expiration of the probation period;

(c) the person who is a former director, factory director or manager of a company or an enterprise which was insolvent and liquidated and who was personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise;

(d) the person who was the legal representative of a company or an enterprise whose business license has been revoked and was ordered to close up due to the violation of laws and who is personally liable for the revocation or the closure, where less than 3 years have elapsed since the date of the revocation of the business license or order of closure of such company or enterprise;

(e) the person who has a relatively large amount of personal indebtedness which is overdue and outstanding and has been listed as a discredited subject to enforcement by a People's Court;

(f) the person who has been banned from entering the securities market by the CSRC and whose term has not yet expired;

(g) Other contents stipulated by the laws, administrative regulations, departmental rules, normative documents, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**].

Any election, appointment or engagement of a director in violation of this Article shall be invalid. If a director falls under the circumstances stipulated in this Article during his/her term of office, the Company will remove him/her from his/her position and suspend his/her duties.

The directors are elected or replaced by the general meeting for a term of 3 years. Upon expiration of the term of office, the director may be re-elected. Before the expiration of the term of office, the general meeting shall not remove the directors office without reason. Subject to compliance with relevant laws and administrative regulations, the general meeting may remove any director whose term has not expired by ordinary resolution.

Directors shall, in accordance with the laws, administrative regulations, departmental rules, normative documents, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] and the Articles of Association, owe loyalty duties to the Company. They should take measures to avoid conflicts between their own interests and those of the Company, and should not use their authority of office to obtain improper benefits. Directors shall undertake the following loyalty duties to the Company:

(a) shall not encroach on the Company's property or misappropriate company funds;

(b) shall not deposit the Company's assets into accounts held in their own names or in the name of any other individual;

(c) shall not abuse their authority by accepting bribes or other illegal income;

(d) shall not directly or indirectly enter into contracts or carry out transactions with the Company, without reporting to the Board of Directors or at the general meeting and without obtaining approval by a resolution of the Board of Directors or at the general meeting in accordance with the provisions of the Articles of Association;

(e) shall not use the advantages provided by their own positions to pursue business opportunities that properly belong to the Company, unless reported to the Board of Directors or general meeting and approved by the Board of Directors or the general meeting in accordance with the provisions of the Articles of Association, or the Company is unable to utilize the business opportunity under the laws, administrative regulations, departmental rules, normative documents, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] or the Articles of Association;

(f) shall not engage in the same business as the Company either for their own account or for the account of any other person without the report to the Board of Directors or general meeting and the approval of the Board of Directors or the general meeting in accordance with the provisions of the Articles of Association;

(g) shall not accept the commission of others transactions with the Company;

(h) shall not disclose company secrets without authorization;

(i) shall not use its association relationship to damage the interests of the Company;

(j) other duties of loyalty stipulated in laws, administrative regulations, departmental rules and the Articles of Association.

Any income derived by a director in violation of the provisions of this Article shall belong to the Company. The Director shall be liable to indemnify the Company against any loss incurred.

Directors shall, in accordance with the laws, administrative regulations, departmental rules, normative documents, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] and the Articles of Association, owe diligence duties to the Company. In performing their duties, they shall exercise the reasonable care that shall be generally possessed by a manager for the best interests of the Company. Directors shall bear the following diligence duties to the Company:

(a) shall exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the laws, administrative regulations, departmental rules, normative documents, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] and requirements of the State's economic policies, not exceeding the scope of business specified in the Company's business license;

(b) shall treat all shareholders impartially;

(c) shall master the operation and management conditions of the Company in due time;

(d) shall sign the written confirmation opinions for the periodic reports of the Company, to ensure that the information disclosed by the Company is true, accurate and complete;

(e) shall honestly provide the Supervisory Committee with relevant information, and not interfere with the Supervisory Committee in performing its duties and powers;

(f) shall fulfil other due diligence duties as stipulated by the laws, administrative regulations, departmental rules, normative documents, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] and the Articles of Association.

Board of Directors

The Company shall have a Board of Directors and be responsible to the general meeting. The Board of Directors shall comprise nine Directors, with one chairman. The Board of Directors shall have no less than three independent non-executive directors and no less than one third of the total number of directors. At least one independent non-executive director shall possess professional accounting or financial management qualifications and satisfy the requirements under Rule 3.10(2) of the Hong Kong Listing Rules. Directors shall be elected or replaced by a resolution of the shareholders' meeting.

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

(a) to convene the general meeting and report to the general meeting;

(b) to implement the resolutions passed at the general meeting;

(c) to determine the business plans and investment plans of the Company;

(d) to prepare the plans for profit distribution and plans for making up losses of the Company;

(e) to formulate plans in respect of any increase or reduction of the registered capital, the issuance of bonds or other securities, and the listing of the Company;

(f) to formulate plans for material acquisition, repurchase of the Company's shares, or merger, division, dissolution, and change of the corporate form of the Company;

(g) to determine, within the authority granted by the general meeting, matters such as external investments, consigned financial management, the acquisition and disposal of assets, asset mortgages, external guarantees, related transactions, external donations and gifts;

(h) to determine the establishment of the internal management structure of the Company;

(i) to determine the appointment or dismissal of the general manager, the secretary of the Board of Directors and other senior management members, and determine their remunerations, rewards and punishments; and according to the nomination by the general manager, to determine the appointment or dismissal of other senior management members such as the deputy general manager and the head of finance of the Company, and determine their remunerations, rewards and punishments;

(j) to formulate the Company's basic management system;

(k) to draw up proposals for any amendment to the Articles of Association;

(l) to manage the matters of information disclosure of the Company;

(m) to propose at the general meeting the appointment or change of any accounting firm which provides auditing services for the Company;

(n) to receive work reports of the general manager and review his/her work;

(o) to formulate and review the Company's corporate governance policies and practices, and make recommendations to the Board of Directors;

(p) to review and monitor the training and continuous professional development of directors and senior management;

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

(r) to formulate, review and monitor the code of conduct and compliance manual (if any) for employees and directors;

(s) to review the Company's compliance with the Corporate Governance Code (Appendix C1 to the Hong Kong Listing Rules) and the disclosures in the Corporate Governance Report;

(t) to approve transactions required to be approved by the Board under laws, regulations, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] and the Articles of Association;

(u) to exercise other functions and powers granted by laws, administrative regulations, departmental rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] and the Articles of Association.

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

The Board of Directors shall hold at least four meetings per year, approximately once a quarter, which shall be convened by the chairman and all directors and supervisors shall be notified in writing 14 days before the meeting.

Shareholders representing more than one-tenth of the voting rights, more than one-third of the directors or the Supervisory Committee, more than half of the independent non-executive directors may propose to convene an extraordinary Board meeting. The chairman of the Board of Directors shall convene and preside over the extraordinary meeting within 10 days from the receipt of the proposal. The Board of Directors shall notify all directors and supervisors in writing 3 days before convening the extraordinary Board meeting.

When voting on the Board of Directors' resolutions, one director shall have one vote.

Where a director or his/her associate (as defined in the Hong Kong Listing Rules as amended from time to time) has a related relationship with any enterprise or person involved in a matter to be resolved at a Board meeting, such director shall promptly report in writing to the Board of Directors, and he/she shall not exercise his/her voting rights for such resolution, nor exercise voting rights on behalf of other director(s). The Board meeting shall not be held unless attended by more than half of the directors without any related relationship, and any resolution made at the Board meeting must be passed by more than half of the directors without any such related relationship. Where the number of directors without any related relationship attending the meeting is less than three, the matter shall be submitted to the general meeting for consideration.

MANAGERS AND OTHER SENIOR MANAGEMENT

The Company shall have one general manager, who shall be appointed or dismissed by the Board. The Company shall have several deputy general managers, who shall be appointed or dismissed by the Board of Directors. The general manager, deputy general managers, the head of finance, the secretary of the Board of Directors of the Company and others recognized by the Board of Directors are the senior management members of the Company.

The general manager shall serve for a term of 3 years and may serve consecutive terms if re-appointed.

The general manager shall report to the Board and exercise the following duties and powers:

(a) to take charge of the production, operation and management of the Company, organise the implementation of the Board of Directors, and report to the Board of Directors;

(b) to organise the implementation annual business plans and investment plans of the Company;

(c) to draft the plans for establishment of the internal management organisation of the Company;

(d) to draft the basic management system of the Company;

(e) to formulate the rules and regulations of the Company;

(f) to propose to the Board of Directors the appointment or dismissal of the deputy general manager and chief financial officer of the Company;

(g) to determine the appointment or dismissal of management personnel other than those whose appointment or dismissal shall be determined by the Board of Directors;

(h) other duties and powers as may be conferred by the Articles of Association or by the Board of Directors.

SUPERVISORY COMMITTEE

Supervisors

The circumstances that disqualify a person from serving as a director under the Articles of Association shall apply to the supervisors.

Directors and senior management personnel shall not concurrently serve as supervisors. The spouses and immediate family members of the directors and senior managers of the Company shall not serve as supervisors of the Company during the tenure of the directors and senior managers of the Company.

The term of office of the supervisor is 3 years. Upon the term of office of the supervisor, the supervisor may be re-elected.

Supervisory Committee

The Company shall have a Supervisory Committee. The Supervisory Committee comprises three supervisors, including 2 representatives of shareholders and 1 employee representatives of the Company. The employee representatives of the Board of supervisors shall be elected at the employee representatives' meeting, employee meeting or otherwise democratically.

The Supervisory Committee shall have one chairman, who shall be elected by more than half of all the supervisors. The chairman of the Supervisory Committee shall convene and preside over Supervisory Committee meetings. Where the chairman of the Supervisory Committee is unable or fails to perform his/her duties, the Supervisory Committee meetings shall be convened or presided over by a Supervisor jointly elected by more than half of the supervisors.

The Supervisory Committee exercises the following functions and powers:

(a) to review the periodic reports of the Company prepared by the Board of Directors and put forward written review opinions;

(b) to inspect the financial affairs of the Company;

(c) to supervise the acts of the directors and senior managers in performing the duties of the Company, and to propose the removal of the directors and senior managers who violate the laws, administrative regulations, departmental rules, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**], the Articles of Association or the resolutions of the general meeting;

(d) when the actions of the directors and senior managers harm the interests of the Company, require the directors and senior managers to make corrections;

(e) to propose to convene a extraordinary general meeting, and to convene and preside over the general meeting when the board of directors fails to perform the duties of convening and presiding over the general meeting as stipulated in the Company Law;

(f) submit proposals to the general meeting;

(g) bring a lawsuit against the directors and senior managers in accordance with the provisions of the Company Law;

(h) in case of any irregularity identified in the operations of the Company, investigations may be conducted, and if necessary, professional institutions such as accounting firms and law firms may be engaged to assist in their work at the expense of the Company;

(i) Other authorities prescribed in laws, administrative regulations, departmental rules, Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] and the Articles of Association.

FINANCIAL ACCOUNTING SYSTEM, DISTRIBUTION OF PROFITS AND AUDIT

Financial Accounting System

The Company shall formulate its financial and accounting systems in accordance with laws, administrative regulations and requirements of relevant PRC authorities. The Company shall prepare a financial accounting report at the end of each fiscal year and have it audited by an accounting firm in accordance with relevant laws.

The Company shall report and disclose its annual reports and interim reports in accordance with securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**].

The Company shall not set up other account books except for the statutory account books. Any assets of the Company shall not be kept under any account opened in the name of any individual.

Profit distribution

When the Company distributes the after-tax profits of the current year, it shall withdraw 10% of the profits to include them in the Company's statutory reserve fund. If the accumulated amount of the Company's statutory reserve fund is more than 50% of the registered capital of the Company, it may not be withdrawn. Where the Company's statutory reserve fund is insufficient to make up for the losses of the previous year, it shall make up the losses with the profits of the current year before drawing the statutory reserve fund in accordance with the provisions of the preceding paragraph. After the Company draws the statutory reserve fund from the after-tax profits, it can also draw any statutory reserve fund from the after-tax profits upon the resolution of the general meeting.

The remaining after-tax profits after the Company makes up the losses and draws the reserve funds shall be distributed in proportion to the shares held by the shareholders, except for the provisions stipulated in the Articles of Association.

Where the general meeting, in violation of the provisions of the preceding paragraph, distributes the profits to the shareholders before the Company makes up the losses or draws the statutory reserve fund, the shareholders shall return the profits distributed against the provisions to the Company; and for the losses caused to the Company, the shareholders and the responsible directors, supervisors and senior managers shall be liable for compensation.

The shares of the Company held by the Company shall not participate in the distribution of profits.

Internal audit

The Company implements an internal audit system, which specifies the leadership system, responsibilities and authorities, staffing, funding security, use of audit results, and accountability in relation to internal audit work.

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

Appointment of an Accounting Firm

The Company shall appoint an accounting firm which has complied with the PRC Securities Law, Hong Kong Listing Rules and other securities regulatory rules of the place(s) where the shares of the Company are [**REDACTED**] for carrying out the audit for the accounting statements, net asset verification, and other relevant consultancy services. The term of appointment shall be 1 year and can be re-appointed.

The appointment of an accounting firm by the Company shall be subject to the approval of the general meeting. The Board of Directors shall not an appoint accounting firm before the approval of the general meeting.

The Company guarantees that it shall provide the appointed accounting firm with true and complete accounting records, accounting books, financial and accounting reports and other accounting information, and that it engages without any refusal, withholding, and misrepresentation.

The auditing fee of the accounting firm shall be determined by the general meeting.

When the Company dismisses or no longer renews the appointment of an accounting firm, the accounting firm shall be notified 15 days in advance. When the dismissal of an accounting firm is voted on at the general meeting, the accounting firm is allowed to state its opinions. If the accounting firm resigns, it shall explain to the general meeting whether the Company has any improper circumstances.

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

Merger, Division, Capital Increase and Capital Reduction

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

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

If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement, and shall prepare a balance sheet and a property list. The Company shall notify its creditors within 10 days as of the date of the resolution for the merger and shall make a public announcement in a newspaper at the Company's registered address or on the National Enterprise Credit Information Publicity System within 30 days. A creditor may, within 30 days after receipt of the notice or, if no notice was received, within 45 days after the date of the announcement, demand that the Company repay its debts or provide guarantees.

In the event of a merger, the claims and debts of each party to the merger shall be succeeded by the company surviving the merger or the new company established subsequent to the merger.

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

Where there is a division of the Company, a balance sheet and property list shall be prepared. The Company shall notify its creditors within 10 days as of the date of the resolution for the division and shall make a public announcement in a newspaper at the Company's registered address or on the National Enterprise Credit Information Publicity System within 30 days.

Unless a written agreement has been entered into with its creditors before the division regarding the repayment of debts, debts of the Company prior to the division shall be jointly assumed by the surviving companies after the division.

Where the Company needs to reduce its registered capital, it shall prepare a balance sheet and property list. The Company shall notify its creditors within 10 days as of the date of the resolution for the reduction of its registered capital and shall make a public announcement in a newspaper at the Company's registered address or on the National Enterprise Credit Information Publicity System within 30 days. A creditor may within 30 days as of the receipt of the notice or, in case where he/she fails to receive such notice within 45 days of the date of the announcement, to demand the Company to repay its debts or provide guarantees for such debts.

Where there is a merger or division of the Company, the Company shall, in accordance with the laws, apply for change in its registration with the company registration authority for any changes of its registered information caused thereby. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with the laws. Where a new company is established, the Company shall apply for registration of incorporation in accordance with the laws.

Where there is an increase or reduction in the registered capital, the Company shall, in accordance with the laws, apply for change in registration with the company registration authority.

Dissolution and Liquidation

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

(a) the business term stipulated in the Articles of Association expires or other cause of dissolution provided in the Articles of Association;

(b) a resolution on dissolution is passed by general meeting;

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

(d) the business licence of the Company is revoked or the Company is ordered to close down or dissolved in accordance with the laws;

(e) the Company suffers significant hardships in operation and management that cannot be resolved through other means, and its continuation may cause substantial loss to shareholders' interests, shareholders representing 10% or above of the total voting rights of the Company may petition the People's Court to dissolve the Company.

With regard to the occurrence of the situation described in item (a) and (b) above, if assets have not yet been distributed to shareholders, the Company may continue to exist by amending the Articles of Association. Amendments to the Articles of Association pursuant to the preceding paragraph shall be subject to the approval of shareholders representing two-thirds or above of the voting rights present at the general meetings.

Where the Company is dissolved pursuant to item (a), (b), (d) or (e) above, it shall establish a liquidation committee within 15 days as of the dissolution circumstance arises, and the liquidation shall be thereby started. The liquidation committee shall comprise Directors or those determined by the general meeting. If the liquidation committee is not duly set up, the creditors may plead the People's Court to designate related persons to form a liquidation committee to carry out the liquidation.

As of the date of its establishment, the liquidation committee shall notify the creditors within 10 days and shall make a public announcement in a newspaper at the Company's registered address or on the National Enterprise Credit Information Publicity System within 60 days. Creditors shall, within 30 days as of the receipt of the notice or, in case where he/she fails to receive such notice, within 45 days as of the date of the announcement, declare their claims to the liquidation committee.

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

The liquidation committee shall not pay off any debts to any creditors during period of credit declaration.

Upon completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report and submit the report to the general meeting or the People's Court for confirmation, and submit the report to the company registration authority to apply for de-registration of the Company and announce the termination of the Company.

The Company declared insolvency according to law shall have insolvency liquidation carried out according to relevant enterprise insolvency laws.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

(a) after amendments are made to the PRC Company Law or other relevant laws, administrative regulations, departmental regulations, normative documents and Hong Kong Listing Rules, any term contained in the Articles of Association becomes inconsistent with the said amendments;

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

(c) the general meeting has resolved to amend the Articles of Association.

Where the amendments to the Articles of Association passed by resolutions of the general meetings require approval of the competent authorities, the amendments shall be submitted to the relevant authorities for approval. Where the amendments involve registration matters of the Company, the involved change shall be registered in accordance with the laws.

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