GENERAL PROVISIONS

The Company is a joint stock company with perpetual existence.

All of the Company's assets are divided into equal shares, and shareholders shall be liable for the Company's obligations only to the extent of their subscribed shares. The Company shall be liable for its debts with all of its assets.

From the effective date of these Articles of Association, they shall serve as a legally binding document governing the organization and conduct of the Company, as well as the rights and obligations between the Company and its shareholders and among shareholders. The Articles shall be legally binding on the Company, its shareholders, directors, and senior management. Pursuant to the Articles, a shareholder may initiate legal proceedings against other shareholders, the Company's directors, general manager, and other senior management members, as well as against the Company itself. Conversely, the Company may also initiate legal proceedings against its shareholders, directors, general manager, and other senior management members.

BUSINESS PURPOSE AND SCOPE

The Company's business scope, as registered in accordance with the law, is as follows: General items: Research and development of new materials technology; battery manufacturing; promotion services for new materials technology; sales of chemical products (excluding licensed chemical products); sales of specialised electronic materials; sales of high-purity elements and compounds; sales of high-performance non-ferrous metals and alloy materials; battery sales; sales of mechanical and electrical equipment; sales of specialised chemical products (excluding hazardous chemicals). (Except for activities that are subject to approval in accordance with the law, business activities shall be carried out independently with the business license.) Licensed items: Operation of hazardous chemicals. (Activities subject to approval in accordance with the law may only be carried out after obtaining approval from the relevant authorities. Specific business activities are subject to the approval documents or permits issued by those authorities.)

SHARES

Share Issuance

The Company's shares shall be issued in the form of registered shares. The issuance of shares shall adhere to the principles of openness, fairness, and impartiality, and all shares of the same class shall carry equal rights. For shares of the same class issued in the same offering, the issue terms and price per share shall be identical; any entity or individual subscribing for such shares shall pay the same price per share. The nominal value of each share issued by the Company shall be RMB1.

Increase, Decrease and Repurchase of Shares

The Company may, based on the needs of its operation and development, increase its capital by the following methods in compliance with laws, regulations, and upon resolutions of the shareholders' meeting:

(i) Public issuance of shares;

(ii) Non-public issuance of shares;

(iii) Distribution of bonus shares to existing shareholders;

(iv) Conversion of capital reserve into share capital;

(v) Other methods approved by laws, administrative regulations, or the securities regulatory rules of the jurisdictions where the Company's shares are listed.

The Company may reduce its registered capital. Any reduction of registered capital shall be carried out in accordance with the procedures prescribed by the Company Law, other applicable regulations, or the Articles of Association.

The Company may, in accordance with laws, administrative regulations, departmental rules, the securities regulatory rules of the jurisdictions where the Company's shares are listed, and the Articles of Association, purchase its own shares under the following circumstances:

(i) To reduce the Company's registered capital;

(ii) To merge with another company holding the Company's shares;

(iii) To use the shares for employee stock ownership plans or equity incentives;

(iv) To repurchase shares upon a shareholder's request when such shareholder objects to a resolution of the shareholders' meeting on the Company's merger or division;

(v) To use the shares for the conversion of corporate bonds issued by the listed company that are convertible into shares;

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

Except for the above circumstances, the Company shall not repurchase its own shares.

The Company may repurchase its own shares through public centralized trading, or by other means approved by laws, regulations, or the securities regulatory authorities of the jurisdictions where the Company's shares are listed.

(i) If the Company repurchases its shares due to the circumstances specified in items (iii), (v), or (vi) above, such repurchase shall be conducted through public centralized trading.

(ii) When the Company repurchases its shares, it shall fulfill the information disclosure obligations in accordance with the applicable laws and regulations, including the Securities Law of the People's Republic of China, the Hong Kong Listing Rules, and the securities regulatory rules of the jurisdictions where the Company's shares are listed.

(iii) Other methods recognized by the securities regulatory authorities of the jurisdictions where the Company's shares are listed.

If the Company repurchases its shares under the circumstances set out in items (i) and (ii) above, such repurchase shall be approved by a resolution of the shareholders' meeting. If the Company repurchases its shares under the circumstances set out in items (iii), (v), and (vi) above, such repurchase shall be approved by a resolution passed at a Board meeting attended by more than two-thirds of the directors.

After the Company repurchases its shares in accordance with the foregoing provisions: in the case of item (i), the repurchased shares shall be canceled within 10 days from the date of repurchase; in the case of items (ii) and (iv), the repurchased shares shall be transferred or canceled within six months; in the case of items (iii), (v), and (vi), the aggregate number of shares held by the Company shall not exceed 10% of the Company's total issued shares, and such shares shall be transferred or canceled within three years.

Transfer of Shares

The Company's shares may be transferred in accordance with the law.

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

Shares issued before the Company's initial public offering (IPO) of A Shares shall not be transferred within one year from the date on which the Company's shares are listed and traded on a stock exchange. Directors and senior management of the Company shall declare the shares they hold and any changes thereof to the Company. During their term of office, the shares they transfer each year shall not exceed 25% of the total shares they hold; shares held by them shall not be transferred within one year from the date the Company's shares are listed and traded. If the above personnel resign within six months from the date of the Company's IPO, they shall not transfer their directly held Company shares within 18 months from the filing date of the resignation; if they resign in the 7th to 12th month after the IPO, they shall not transfer their directly held Company shares within 12 months from the filing date of the resignation.

If the Company's directors, senior management, or shareholders holding more than 5% of the Company's shares sell shares within six months of purchase, or purchase shares again within six months of sale, the gains arising therefrom shall belong to the Company, and the Board shall recover such gains. However, the following circumstances shall be excluded: where a securities company holds more than 5% of the shares as a result of purchasing the remaining unsold shares through underwriting, and other circumstances specified by the securities regulatory authorities of the jurisdictions where the Company's shares are listed.

The aforementioned shares or other equity-type securities held by directors, senior management, or natural person shareholders shall be deemed to include those held by their spouses, parents, and children, as well as those held through nominee accounts.

SHAREHOLDERS AND THE SHAREHOLDERS' MEETING

General Provisions on Shareholders

Shareholders shall enjoy rights and assume obligations according to the class and proportion of shares they hold; shareholders holding shares of the same class shall enjoy equal rights and assume the same obligations.

When the Company convenes a shareholders' meeting, distributes dividends, undergoes liquidation, or engages in other activities that require confirmation of shareholder status, the Board of Directors or the convener of the shareholders' meeting shall determine the record date. Shareholders listed in the register after the close of business on the record date shall be entitled to relevant rights and benefits.

Shareholders of the Company shall enjoy the following rights:

(i) To receive dividends and other forms of profit distribution in proportion to their shareholding;

(ii) To request, convene, preside over, attend, or appoint proxies to attend shareholders' meetings and exercise corresponding voting rights in accordance with the law;

(iii) To supervise the Company's operations and to make suggestions or inquiries;

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

(v) To inspect and copy the Company's Articles of Association, shareholders' register, shareholders' meeting minutes, Board meeting resolutions, and financial and accounting reports. Shareholders who individually or collectively hold more than 3% of the Company's shares for over 180 consecutive days may request to inspect the Company's accounting books and vouchers by submitting a written request stating the purpose. The Company may refuse to allow inspection if it reasonably believes the request has an improper purpose and may harm the Company's legitimate interests, and shall provide a written response explaining the reasons to the shareholder within 15 days of the request. If the Company refuses to allow inspection, the shareholder may file a lawsuit with the People's Court. Shareholders may engage intermediary institutions such as accounting firms or law firms to conduct the inspection. When inspecting and copying the aforementioned materials, both the shareholder and the intermediary institution shall comply with laws and administrative regulations regarding state secrets, trade secrets, personal privacy, and personal information. The same provisions apply to requests for inspection or copying of materials of the Company's wholly-owned subsidiaries;

(vi) To participate in the distribution of the Company's residual assets in proportion to their shareholding upon termination or liquidation of the Company;

(vii) To require the Company to repurchase their shares if they object to resolutions on the Company's merger or division adopted at a shareholders' meeting;

(viii) To enjoy other rights granted under laws, administrative regulations, departmental rules, the securities regulatory rules of the jurisdictions where the Company's shares are listed, and the Articles of Association.

If the resolutions of the shareholders' meeting or the Board of Directors violate laws or administrative regulations, shareholders have the right to request the People's Court to declare them invalid.

If the convening procedures or voting methods of a shareholders' meeting or Board meeting violate laws, administrative regulations, or the Articles of Association, or if the resolutions violate the Articles of Association, shareholders have the right to request the People's Court to revoke such resolutions within 60 days from the date of adoption, except when procedural defects are minor and have no substantial impact on the resolution.

Where directors or senior management, other than Audit Committee members, breach laws, administrative regulations, or the Articles of Association while performing their duties, causing losses to the Company, shareholders who individually or collectively hold more than 1% of the Company's shares for over 180 consecutive days may submit a written request to the Audit Committee to file a lawsuit with the People's Court. If Audit Committee members breach laws, administrative regulations, or the Articles of Association while performing their duties and cause losses to the Company, the aforementioned shareholders may submit a written request to the Board of Directors to file a lawsuit with the People's Court.

Where the Audit Committee or the Board of Directors, after receiving a written request from a shareholder as specified above, refuses to initiate litigation, or fails to do so within 30 days from the date of receiving such request, or where the situation is so urgent that any delay in litigation would cause irreparable harm to the Company's interests, the shareholder specified above shall have the right to file a lawsuit with the People's Court in his/her own name for the benefit of the Company.

If third parties infringe on the Company's legitimate rights, causing losses to the Company, the aforementioned shareholders may file a lawsuit with the People's Court under the same provisions.

If directors, supervisors, or senior management of the Company's wholly-owned subsidiaries breach laws, administrative regulations, or the Articles of Association while performing their duties, causing losses to the Company, or if third parties infringe on the wholly-owned subsidiaries' rights and cause losses, shareholders who individually or collectively hold more than 1% of the Company's shares for over 180 consecutive days may request in writing the Board of Supervisors or the Board of Directors of the wholly-owned subsidiary to initiate litigation under the first three paragraphs of Articles 189 of the Company Law, or file a lawsuit directly in their own name.

If directors or senior management violate laws, administrative regulations, or the Articles of Association, harming shareholders' interests, shareholders may file a lawsuit with the People's Court.

Shareholders of the Company shall assume the following obligations:

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

(ii) To contribute capital according to their subscribed shares and method of subscription;

(iii) Except as required by laws or regulations, not to withdraw shares;

(iv) Not to abuse shareholders' rights to harm the interests of the Company or other shareholders, and not to abuse the Company's legal person status or shareholders' limited liability to harm the interests of the Company's creditors.

Shareholders who abuse their shareholder rights and cause losses to the Company or other shareholders shall be liable for compensation in accordance with the law.

If shareholders abuse the Company's legal person status or shareholders' limited liability to evade debts, seriously harming creditors' interests, they shall bear joint and several liability for the Company's debts.

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

Shareholders holding more than 5% of the voting shares who pledge their shares must report in writing to the Company on the day the pledge occurs.

Controlling Shareholders and Actual Controllers

The Company's controlling shareholders and actual controllers shall exercise their rights, perform their duties, and safeguard the listed company's interests in accordance with laws, administrative regulations, and provisions of the securities regulatory authorities and the stock exchanges of the jurisdictions where the Company's shares are listed.

The Company's controlling shareholders and actual controllers shall comply with the following:

(i) Exercise shareholder rights according to the law without abusing control or connected relationships to harm the legitimate rights and interests of the Company or other shareholders;

(ii) Strictly honor public statements and commitments without unauthorized alteration or exemption;

(iii) Fulfill information disclosure obligations in strict accordance with relevant regulations, actively cooperate with the Company's information disclosure efforts, and promptly inform the Company of material events that have occurred or are expected;

(iv) Not occupy Company funds in any manner;

(v) Not coerce or instruct the Company or relevant personnel to provide unlawful guarantees;

(vi) Not exploit undisclosed material information of the Company for personal gain, nor disclose such information by any means, nor engage in any illegal or non-compliant activities such as insider trading, short-swing trading, or market manipulation;

(vii) Not harm the legitimate rights and interests of the Company or other shareholders by any means, including unfair connected transactions, profit distribution, asset restructuring, or external investment;

(viii) Ensure the Company's assets, personnel, finance, organization, and operations remain intact and independent, and not affect its independence by any means;

(ix) Other provisions of laws, administrative regulations, regulations of the securities regulatory authorities of the jurisdictions where the Company's shares are listed, stock exchange rules, or the Articles of Association.

If a controlling shareholder or actual controller of the Company does not serve as a director but is involved in the actual execution of the Company's affairs, the provisions of the Articles of Association concerning directors' duty of loyalty and duty of diligence shall apply.

If a controlling shareholder or actual controller instructs directors or senior management to act in a manner that harms the interests of the Company or shareholders, the controlling shareholder or actual controller shall bear joint and several liability with such directors or senior management.

General Provisions on the Shareholders' Meeting

The shareholders' meeting is the Company's governing body and shall, in accordance with the law, exercise the following powers:

(i) Elect and remove directors who are not staff representatives, and decide on matters related to their remuneration;

(ii) Examine and approve the Board of Directors' report;

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

(iv) Make resolutions on the Company's increase or decrease of registered capital;

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

(vi) Make resolutions on the Company's matters, such as merger, division, dissolution, liquidation, or change of corporate form;

(vii) Amend the Articles of Association;

(viii) Make resolutions on the appointment and dismissal of the accounting firm;

(ix) Examine and approve the external guarantee matters stipulated in the Articles of Association;

(x) Examine and approve any transactions or matters that, under the Hong Kong Listing Rules (including but not limited to Chapters 14 and 14A), are required to be submitted to the shareholders' meeting for approval;

(xi) Examine matters involving the purchase or sale of major assets within a year exceeding 30% of the Company's most recent audited total assets, as well as other transactions specified in the Articles of Association;

(xii) Examine and approve any changes in the use of proceeds from fundraising;

(xiii) Examine equity incentive plans and employee stock ownership plans;

(xiv) Examine and approve connected transactions (excluding cash donations and provision of guarantees) where the transaction amount exceeds RMB30 million and represents more than 5% of the absolute value of the Company's most recent audited net assets;

(xv) Examine and approve borrowings within a fiscal year (including loan renewals, new working capital loans, and new long-term loans) that exceed 50% (including 50%) of the Company's audited net assets for the previous year, as well as related asset mortgage or pledge matters;

(xvi) Examine other matters that, under laws, administrative regulations, departmental rules, the securities regulatory rules of the jurisdictions where the Company's shares are listed, or the Articles of Association, are required to be decided by the shareholders' meeting.

The powers of the shareholders' meeting described above shall not be exercised by the Board of Directors or any other body or individual by way of authorization.

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

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

(i) The number of directors is less than two-thirds of the number stipulated by the Articles of Association (i.e., less than six persons);

(ii) The Company's unrecovered losses reach one-third of the total paid-in share capital;

(iii) Shareholders who individually or collectively hold more than 10% of the Company's shares request it;

(iv) The Board of Directors deems it necessary;

(v) The Audit Committee proposes to convene it;

(vi) Other circumstances prescribed by laws, administrative regulations, departmental rules, the securities regulatory rules of the jurisdictions where the Company's shares are listed, or the Articles of Association.

The proportion of voting rights referred to in the foregoing item (iii) shall be calculated as of the date on which the shareholder submits a written request.

Convening of Shareholders' Meetings

Independent directors have the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting. The Board of Directors shall, in accordance with laws, administrative regulations, and the Articles of Association, provide written feedback on whether to agree to convene an extraordinary shareholders' meeting within 10 days of receiving the proposal. If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days of making the resolution; if the Board of Directors does not agree to convene an extraordinary shareholders' meeting, it shall explain the reasons and make an announcement.

The Audit Committee has the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting and shall submit the topic of the meeting and a complete proposal in writing to the Board of Directors. The Board of Directors shall, in accordance with laws, administrative regulations, and the Articles of Association, provide written feedback on whether to agree to convene an extraordinary shareholders' meeting within 10 days of receiving the proposal.

If the Board of Directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days of making the resolution, and any changes to the original proposal in the notice shall be agreed upon by the Audit Committee. If the Board of Directors does not agree to convene an extraordinary shareholders' meeting, or fails to provide feedback within 10 days of receiving the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duties of convening the shareholders' meeting, and the Audit Committee may convene and preside over the meeting on its own.

Shareholders who individually or collectively hold more than 10% of the Company's shares have the right to request the Board of Directors to convene an extraordinary shareholders' meeting. Such request shall be submitted in writing to the Board, accompanied by the proposed meeting topic and a complete proposal. The Board of Directors shall, in accordance with laws, administrative regulations, and the Articles of Association, provide written feedback within 10 days of receiving the request, indicating whether it agrees to convene the extraordinary shareholders' meeting.

If the Board of Directors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days of making the resolution, and any changes to the original proposal in the notice shall be agreed upon by the relevant shareholders. If the Board of Directors does not agree to convene the extraordinary shareholders' meeting or fails to provide feedback within 10 days of receiving the request, shareholders who individually or collectively hold more than 10% of the Company's shares have the right to propose to the Audit Committee to convene the extraordinary shareholders' meeting and shall submit the request in writing to the Audit Committee. If the Audit Committee agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days of receiving the request, and any changes to the original proposal in the notice shall be agreed upon by the relevant shareholders. If the Audit Committee fails to issue the notice of the shareholders' meeting within the prescribed time limit, it shall be deemed that the Audit Committee will not convene or preside over the shareholders' meeting, and shareholders individually or collectively holding more than 10% of the Company's shares for over 90 consecutive days may convene and preside over the meeting on their own.

If the Audit Committee or shareholders decide to convene the shareholders' meeting on their own, they must notify the Board of Directors in writing, and simultaneously file with the Shanghai Stock Exchange. Prior to the announcement of the shareholders' meeting resolution, the total shareholding percentage of the convening shareholders shall not be less than ten percent. The audit committee or the convening shareholders shall submit relevant supporting documents to the local CSRC office at the Company's domicile and the Shanghai Stock Exchange, when issuing the notice of the shareholders' meeting and the announcement of the shareholders' meeting resolution.

Proposals and Notices for Shareholders' Meetings

The content of the proposals shall fall within the scope of the shareholders' meeting's authority, have clear topics and specific resolution matters, and comply with the provisions of laws, administrative regulations, and the Articles of Association.

When the Company holds a shareholders' meeting, the Board of Directors, the Audit Committee, and shareholders who individually or collectively hold more than 1% of the Company's shares shall have the right to submit proposals to the Company.

Shareholders individually or collectively holding more than 1% of the Company's shares may submit additional proposals in writing to the convener 10 days before the shareholders' meeting. The convener shall issue a supplementary notice of the shareholders' meeting within two days of receiving the proposal, specifying the content of the additional proposal.

Except for the circumstances stipulated above, the convener shall not modify the proposals already listed in the notice of the shareholders' meeting or add new proposals after issuing the notice of the shareholders' meeting. Proposals not listed in the notice of the shareholders' meeting or not in compliance with the Articles of Association shall not be voted on or resolved at the shareholders' meeting.

The convener shall notify all shareholders by an announcement 21 days before the annual shareholders' meeting, or by an announcement 15 days before the extraordinary shareholders' meeting. In calculating the starting date, the day of the meeting shall not be included.

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

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

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

(iii) A clear statement that all shareholders are entitled to attend the shareholders' meeting and may appoint a proxy in writing to attend the meeting and vote, and the proxy does not need to be a shareholder of the Company;

(iv) The record date for shareholders entitled to attend the shareholders' meeting;

(v) The name and telephone number of the standing contact person for meeting affairs;

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

Notices and supplementary notices of shareholders' meetings shall fully and comprehensively disclose the complete content of all proposals, as well as all information or explanations necessary for shareholders to make a reasonable judgment on the matters to be discussed. If the matters to be discussed require opinions from independent directors, the notice or supplementary notice of the shareholders' meeting shall simultaneously disclose the independent directors' opinions and the reasons thereof.

If a shareholders' meeting is to be conducted via online or other means, the notice of the shareholders' meeting shall clearly specify the voting time and procedures for such online or other means. The online or other forms of voting shall not commence earlier than 3:00 p.m. on the day immediately preceding the on-site meeting, nor later than 9:30 a.m. on the day of the on-site meeting, and shall not end earlier than 3:00 p.m. on the day the on-site meeting concludes.

The interval between the record date and the meeting date shall not exceed seven working days. Once the record date is confirmed, it shall not be changed.

After the notice of the shareholders' meeting is issued, the meeting shall not be postponed or canceled without justifiable reason, and the proposals listed in the notice shall not be withdrawn. In the event of a postponement or cancelation, the convener shall issue a postponement or cancelation announcement at least two working days before the originally scheduled meeting date, stating the reason. If the securities regulatory rules of the jurisdictions where the Company's shares are listed have specific provisions regarding the postponement or cancelation of shareholders' meetings, without prejudice to compliance with the regulatory requirements within China, the relevant provisions shall also be complied with.

Holding of Shareholders' Meetings

The Company's Board of Directors and other conveners shall take necessary measures to ensure the proper order of shareholders' meetings. Any acts that disrupt the meetings, provoke disturbances, or infringe upon shareholders' lawful rights and interests shall be stopped, and promptly reported to relevant authorities for investigation.

All shareholders listed on the register as at the record date or their proxies have the right to attend shareholders' meetings, and exercise their voting rights at the meetings in accordance with applicable laws, administrative regulations, the securities regulatory rules of the jurisdictions where the Company's shares are listed, and the Articles of Association.

Shareholders may attend the shareholders' meetings and exercise their voting rights in person, or appoint a proxy to attend and vote on their behalf. The proxy need not be a shareholder of the Company. Shareholders have the right to speak and vote at the meeting, unless an individual shareholder is required under applicable laws, administrative regulations, departmental rules, normative documents, or the securities regulatory rules of the jurisdictions where the Company's shares are listed to abstain from voting on specific matters.

When a shareholders' meeting is held, all directors and the Board secretary of the Company shall attend, and the general manager and other senior management members shall be present as non-voting attendees. Provided that the securities regulatory rules of the jurisdictions where the Company's shares are listed are complied with, the aforementioned persons may attend or be present at the meeting via the Internet, video, telephone, or other means with equivalent effect.

A shareholders' meeting shall be presided over by the Chairman of the Board. In the event that the Chairman is unable or fails to perform his/her duties, the Vice Chairman shall preside. In the event that the Vice Chairman is unable or fails to perform his/her duties, a director jointly recommended by a majority of the directors shall preside. A shareholders' meeting convened by the Audit Committee on its own initiative shall be presided over by the chairperson of the Audit Committee. In the event that the chairperson of the Audit Committee is unable or fails to perform his/her duties, a director jointly recommended by a majority of the directors shall preside. A shareholders' meeting convened by shareholders on their own initiative shall be presided over by a representative recommended by the convening shareholders. During a shareholders' meeting, if the meeting chairperson violates the rules of procedure such that the meeting cannot proceed, the shareholders present on-site may, with the consent of shareholders holding more than half of the voting rights present at the meeting, recommend one person to act as the meeting chairperson and continue the meeting.

The Company shall formulate the rules of procedure for shareholders' meetings, which shall set out in detail the procedures for holding and voting at shareholders' meetings, including notice, registration, deliberation on proposals, voting, vote counting, announcement of voting results, formation of resolutions, meeting minutes and their signing, as well as the principles governing the shareholders' authorization of the Board of Directors, with clear and specific authorization content. The rules of procedure for shareholders' meetings shall constitute an appendix to the Articles of Association, drafted by the Board of Directors and approved by the shareholders' meeting.

Voting and Resolutions at Shareholders' Meetings

Resolutions of the shareholders' meeting are classified into ordinary resolutions and special resolutions. An ordinary resolution of the shareholders' meeting shall be passed by a majority of the voting rights held by the shareholders (including their proxies) present at the meeting. A special resolution of the shareholders' meeting shall be passed by more than two-thirds of the voting rights held by the shareholders (including their proxies) present at the meeting.

The following matters shall be passed by an ordinary resolution of the shareholders' meeting:

(i) The work report of the Board of Directors and the Audit Committee;

(ii) The profit distribution plans and loss recovery plans drafted by the Board of Directors;

(iii) The appointment and dismissal of Board members and members of the Audit Committee, their remuneration and payment methods;

(iv) The appointment or dismissal of the accounting firm, and audit fees for the accounting firm;

(v) Other matters except those that, as stipulated by laws, administrative regulations, the securities regulatory rules of the jurisdictions where the Company's shares are listed, or the Articles of Association, shall be passed by a special resolution.

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

(i) The increase or decrease of the Company's registered capital;

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

(iii) Amendments to the Articles of Association;

(iv) The Company's purchase or sale of major assets, or provision of guarantees, within one year, where the transaction amount exceeds 30% of the Company's most recent audited total assets;

(v) Equity incentive plans;

(vi) Other matters prescribed by laws, administrative regulations, the securities regulatory rules of the jurisdictions where the Company's shares are listed, or the Articles of Association, as well as matters deemed by the shareholders' meeting via an ordinary resolution to have a significant impact on the Company and require a special resolution.

If the Company's issued share capital comprises shares of different classes, any variation of the rights attached to a class of shares shall require approval by a resolution passed at a separate meeting of the holders of that class, by more than two-thirds of the voting rights represented at that meeting.

According to applicable laws, regulations and the Hong Kong Listing Rules, where any shareholder is required to abstain from voting on a resolution, or is restricted to vote only for or only against a resolution, the votes cast by such shareholder or its proxy in violation of such requirements or restrictions shall not be counted in the total number of shares with voting rights.

The Board of Directors, independent directors and shareholders who meet the relevant statutory requirements may solicit voting rights from other shareholders. When soliciting voting rights, full disclosure of the specific voting intentions shall be made to the persons solicited. It is prohibited to solicit voting rights by paid or disguised paid means. The Company shall not impose a minimum shareholding requirement for proxy solicitation.

When the shareholders' meeting deliberates on a connected transaction, connected shareholders may make statements on the connected transaction but shall abstain from voting on such transaction, and the shares with voting rights held by them shall not be counted in the total valid votes. The connected transaction shall be voted on by non-connected shareholders present at the meeting, and shall be passed by a simple majority of valid votes; where the matter falls within the scope requiring a special resolution, two-thirds or more of valid votes shall be required for approval. The announcement of the shareholders' meeting resolution shall fully disclose the voting results of non-connected shareholders.

The Company shall, on the premise of ensuring that the shareholders' meeting is lawful, valid, and in compliance with the securities regulatory rules of the jurisdictions where the Company's shares are listed, provide convenient means for shareholders to attend the shareholders' meeting, including online voting platforms and other modern information technology methods.

The list of director candidates shall be submitted for voting by the shareholders' meeting by way of a proposal. When the shareholders' meeting votes on the election of directors, the cumulative voting system shall be implemented. The aforementioned cumulative voting system refers to a system under which, in the election of directors at a shareholders' meeting, each share carries the same number of voting rights as the number of directors to be elected, and the voting rights held by a shareholder may be aggregated and cast for a single candidate or distributed among several candidates. The Board of Directors shall provide shareholders with the resumes and basic information of the director candidates.

Where the shareholders' meeting approves any proposal regarding cash dividends, bonus shares, or conversion of capital reserve into share capital, the Company shall implement the specific plan within two months after the conclusion of the meeting.

PARTY COMMITTEE

In accordance with the Constitution of the Communist Party of China, the Company establishes grassroots Party organisations to carry out work centering on production and business operations of the Company. The Company's Party Committee sets up dedicated working bodies as needed, and mass organisations such as the labor union and the Communist Youth League Committee are also established. The Company shall provide necessary conditions for Party organization activities, including establishing working bodies and allocating sufficient full-time and part-time Party affairs personnel. The organisational structure and staffing of Party working bodies are included in the Company's management structure and headcount, and relevant expenses are incorporated into the Company's budget and covered by management fees.

The key procedures for the Party Committee to participate in decision-making are as follows:

(i) Pre-decision by the Party Committee. Study and discussion by the Party Committee serve as a prior procedure for major matters to be decided by the Board of Directors or executed by the management. Major decisions must be subject to prior review and decision by the Party Committee before being submitted to the Board for resolution or to the management for implementation. If the Party Committee identifies that matters to be decided by the Board or executed by the management do not comply with the Party's guidelines, national laws and regulations, or may harm national or public interests, or the legitimate rights and interests of the Company or its employees, it shall propose to revoke or defer such matters.

(ii) Expression during meetings. Members of the Party Committee who serve on the Board or in the management shall implement the opinions and recommendations formed through Party Committee deliberations during relevant decision-making or implementation processes.

(iii) Post-meeting reporting. Members of the Party Committee who serve on the Board or in the management shall report the Board's decision-making and the management's implementation to the Party Committee in a timely manner.

THE BOARD OF DIRECTORS

Directors

Directors of the Company shall be natural persons. Directors are not required to hold shares in the Company.

A person who falls under any of the following circumstances shall not serve as a director of the Company:

(i) Having no capacity for civil conduct or limited capacity for civil conduct;

(ii) Having been sentenced to a criminal penalty for embezzlement, bribery, infringement of property, misappropriation of property, or disrupting the socialist market economic order, or having had his/her political rights deprived due to a crime, and less than five years have elapsed since the expiry of the execution period, or if on probation, less than two years have elapsed since the expiry of the probation period;

(iii) Having served as a director, factory director, or general manager of a company or enterprise undergoing bankruptcy liquidation and being personally liable for the bankruptcy of such company or enterprise, and less than three years have elapsed since the completion of the bankruptcy liquidation of such company or enterprise;

(iv) Having served as the legal representative of a company or enterprise whose business licence was revoked or which was ordered to close down due to violations of law, and being personally liable therefor, where less than three years have elapsed since the revocation of the business licence;

(v) Having a large-amount debt due but unpaid and being listed as a dishonest judgment debtor by the People's Court;

(vi) Having been subject to a securities market ban imposed by imposed by the securities regulatory authorities of the jurisdictions where the Company's shares are listed and still within the prohibition period;

(vii) Having been publicly determined by the stock exchanges as unfit to serve as a director or senior management member of listed companies, which has not yet expired;

(viii) Other circumstances prescribed by laws, administrative regulations, the securities regulatory rules of the jurisdictions where the Company's shares are listed, or departmental rules.

Elections or appointments of directors that violate the above provisions shall be invalid. If a director becomes subject to any of the circumstances listed above during the term of office, the Company shall remove the director from office.

Directors are elected or replaced by the shareholders' meeting and may be removed from office by the shareholders' meeting before the expiry of their term. The term of office of directors is three years, and upon expiry, directors may be re-elected for consecutive terms.

The term of office of a director is calculated from the date of taking office and lasts until the expiry of the current Board of Directors' term. If the term of office expires and re-election is not carried out in time, the original directors shall continue to perform their duties in accordance with applicable laws, administrative regulations, departmental rules, the securities regulatory rules of the jurisdictions where the Company's shares are listed, and the Articles of Association until the newly elected directors take office.

Without violating the securities regulatory rules of the jurisdictions where the Company's shares are listed, if the Board of Directors appoints a new director to fill a temporary vacancy or to increase the number of directors, the term of office of the appointed director shall only last until the first annual shareholders' meeting after the director is appointed, and the director shall be eligible for re-election thereafter.

A director may concurrently serve as the general manager or other senior management positions; however, the total number of directors who concurrently serve as the general manager or other senior management positions, and directors who are staff representatives, shall not exceed half of the total number of directors. The Company shall have one employee director, elected democratically through an employees' congress, a general meeting of employees, or by other means, and the election does not require submission to the shareholders' meeting for approval.

Directors shall comply with laws, administrative regulations, the securities regulatory rules of the jurisdictions where the Company's shares are listed, and the Articles of Association, and owe the following duties of loyalty to the Company:

(i) Not to embezzle or misappropriate the Company's property or funds;

(ii) Not to deposit Company funds into accounts opened in their own names or in the names of others;

(iii) Not to use their authority to offer bribes or accept other illegal income;

(iv) Not to directly or indirectly enter into contracts or transactions with the Company, unless they have reported to the Board of Directors or the shareholders' meeting and obtained approval from the Board of Directors or the shareholders' meeting in accordance with the Articles of Association;

(v) Not to use their position to obtain for themselves or others business opportunities that should rightfully belong to the Company, except where they have reported to the Board of Directors or the shareholders' meeting and obtained approval by a shareholders' meeting resolution, or where the Company, pursuant to laws, administrative regulations, the securities regulatory rules of the jurisdictions where the Company's shares are listed, or the Articles of Association, is unable to exploit such opportunities;

(vi) Not to engage in or operate for others any business similar to that of the Company, unless they have reported to the Board of Directors or the shareholders' meeting and obtained approval by a shareholders' meeting resolution;

(vii) Not to accept commissions from others in transactions with the Company for personal gain;

(viii) Not to disclose Company secrets without authorization;

(ix) Not to harm the Company's interests by taking advantage of their connected relationships;

(x) To comply with other duties of loyalty prescribed by laws, administrative regulations, departmental rules, the securities regulatory rules of the jurisdictions where the Company's shares are listed, or the Articles of Association.

Any income obtained by a director in violation of the above provisions shall belong to the Company; any loss caused to the Company shall be compensated by the director. Where close relatives of directors or senior management, or enterprises directly or indirectly controlled by directors, senior management, or their close relatives, or connected persons having other connections with directors or senior management enter into contracts or conduct transactions with the Company, the provisions of item (iv) above shall apply.

Directors shall comply with laws, administrative regulations, the securities regulatory rules of the jurisdictions where the Company's shares are listed, and the Articles of Association, and owe the following duties of diligence to the Company:

(i) Exercise the powers conferred by the Company prudently, carefully, and diligently, ensuring that the Company's business activities comply with national laws, administrative regulations, and economic policies, and do not exceed the scope of business stated in the business licence;

(ii) Treat all shareholders fairly;

(iii) Keep themselves informed in a timely manner about the Company's business operations and management status;

(iv) Provide a written confirmation on the Company's periodic reports, ensuring that the information disclosed by the Company is true, accurate, and complete;

(v) Truthfully provide relevant information and materials to the Audit Committee and not to obstruct the Audit Committee in exercising its powers;

(vi) Comply with other duties of diligence prescribed by laws, administrative regulations, departmental rules, the securities regulatory rules of the jurisdictions where the Company's shares are listed, or the Articles of Association.

If a director fails to attend two consecutive Board meetings in person and does not appoint another director to attend, the director shall be deemed unable to perform his/her duties, and the Board shall recommend that the shareholders' meeting remove the director.

A director may resign before the term of office expires by submitting a written resignation letter to the Board of Directors, and the Board of Directors shall disclose relevant information within two days. If a director's resignation causes the Board to fall below the statutory minimum number of directors, the original director shall continue to perform duties in accordance with applicable laws, regulations, departmental rules, the securities regulatory rules of the jurisdictions where the Company's shares are listed, and the Articles of Association until the newly elected director assumes office. Except in the circumstances described above, a director's resignation shall take effect upon delivery of the resignation letter to the Board.

The Company shall establish a director departure management system, specifying safeguard measures for holding accountable and seeking compensation regarding unfulfilled public commitments and other outstanding matters. Upon the effective date of a director's resignation or the expiry of his/her term, the director shall complete all handover procedures with the Board of Directors. The duty of loyalty owed by a director to the Company and its shareholders does not automatically terminate upon the end of his/her term but shall remain in effect for three years thereafter. The duty to maintain the confidentiality of the Company's trade secrets shall remain in effect after the end of his/her term until such secrets become public information. The non-compete obligation shall continue for a period of two years after the end of his/her term.

If a director, in performing his/her company duties, violates laws, administrative regulations, departmental rules, the securities regulatory rules of the jurisdictions where the Company's shares are listed, or the Articles of Association, thereby causing losses to the Company, he/she shall be liable for compensation. Independent directors shall perform their duties in accordance with the relevant provisions of laws, administrative regulations, departmental rules, and the securities regulatory rules of the jurisdictions where the Company's shares are listed.

The Board of Directors

The Company shall establish a Board of Directors, which shall consist of nine directors. The Board shall have one Chairman and one Vice Chairman, both elected by a majority of all directors.

The Board of Directors shall exercise the following powers:

(i) Convene shareholders' meetings and report to the shareholders' meetings;

(ii) Implement resolutions of the shareholders' meetings;

(iii) Decide on the Company's business plans and investment proposals;

(iv) Formulate the Company's profit distribution plans and loss recovery plans;

(v) Formulate plans for the Company's increase or decrease of registered capital, issuance of corporate bonds or other securities, and listing;

(vi) Draft plans for major acquisitions, purchases of the Company's shares, mergers, divisions, dissolution, or change of corporate form;

(vii) Decide on matters such as external investments, acquisition or disposal of assets, asset mortgages, external guarantees, entrusted wealth management, connected transactions, and external donations, within the scope authorized by the shareholders' meeting;

(viii) Decide on the establishment of the Company's internal management structure;

(ix) Decide on the appointment or dismissal of the general manager, Board secretary and other senior management members, and determine their remuneration as well as matters concerning rewards and penalties;

(x) Formulate the Company's basic management systems;

(xi) Formulate amendments to the Articles of Association;

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

(xiii) Propose to the shareholders' meeting the appointment or replacement of the accounting firm auditing the Company;

(xiv) Listen to the work reports of the general manager and review the general manager's work;

(xv) Other powers prescribed by laws, administrative regulations, departmental rules, the securities regulatory rules of the jurisdictions where the Company's shares are listed, the Articles of Association, or the shareholders' meeting.

Matters that exceed the scope of authority granted by the shareholders' meeting shall be submitted to the shareholders' meeting for approval.

The Company shall formulate the rules of procedure for the Board to ensure implementation of the shareholders' meeting resolutions by the Board, improve work efficiency, and guarantee scientific decision-making. The rules of procedure for the Board shall be drafted by the Board and implemented upon approval by the shareholders' meeting.

The Chairman shall exercise the following powers:

(i) Preside over shareholders' meetings and convene and preside over Board meetings;

(ii) Supervise and inspect the implementation of Board resolutions;

(iii) Sign the Company's shares, and other securities;

(iv) Sign important Board documents and other documents requiring the legal representative's signature;

(v) Exercise the powers of the legal representative;

(vi) In the event of an emergency caused by force majeure, exercise special disposition right over company affairs in a manner that complies with laws, regulations, and the Company's interests, and report to the Board of Directors and the shareholders' meeting in a timely manner afterwards;

(vii) Other powers granted by the Board of Directors.

The Board of Directors shall hold at least four meetings each year, convened by the Chairman and with written notice given to all directors at least 14 days before the meeting.

Independent Directors

At least one-third of the members of the Company's Board of Directors (i.e., three directors) shall be independent directors, including at least one with an accounting professional background. An independent director refers to a director who does not hold any position in the Company other than as a director and who has no relationship with the Company or its major shareholders that may interfere with his/her ability to make independent and objective judgments.

Independent directors shall meet the following basic conditions:

(i) Meet the qualifications to serve as a director of listed companies under laws, administrative regulations, the securities regulatory rules of the jurisdictions where the Company's shares are listed, and other applicable regulations;

(ii) Comply with the independence requirements under the Articles of Association;

(iii) Have basic knowledge of listed company operations and be familiar with relevant laws, regulations, and rules;

(iv) Possess over five years of experience necessary for fulfilling the duties of an independent director in law, accounting, economics, or related fields;

(v) Possess good moral character and have no record of material dishonesty or other adverse conduct;

(vi) Meet other conditions prescribed by laws, administrative regulations, the securities regulatory rules of the jurisdictions where the Company's shares are listed, or the Articles of Association.

Independent directors must maintain independence. The following persons shall not serve as independent directors:

(i) Persons employed by the Company or its subsidiaries, as well as their spouses, parents, children, or close social relations;

(ii) Natural person shareholders who directly or indirectly hold more than 1% of the Company's issued shares, or who rank among the top ten shareholders of the Company, and their spouses, parents, or children;

(iii) Persons employed by shareholders who directly or indirectly hold more than 5% of the Company's issued shares, or who rank among the top five shareholders of the Company, and their spouses, parents, or children;

(iv) Persons employed by subsidiaries of the Company's controlling shareholders or actual controllers, and their spouses, parents, or children;

(v) Persons who have significant business dealings with the Company, its controlling shareholders, actual controllers, or their respective subsidiaries, or who are employed by entities that have such significant business dealings with the Company, or by controlling shareholders or actual controllers of such entities;

(vi) Persons who provide financial, legal, consulting, sponsorship, or other services to the Company, its controlling shareholders, actual controllers, or their respective subsidiaries, including, but not limited to, all project team members of the intermediary institution providing the service, all levels of reviewers, personnel signing reports, partners, directors, senior management, and principal responsible persons;

(vii) Persons who, within the past 12 months, fell under any of the circumstances listed in items (i) through (vi);

(viii) Other persons deemed non-independent under applicable laws, administrative regulations, the securities regulatory rules of the jurisdictions where the Company's shares are listed, or the Articles of Association.

Note: The subsidiaries of the Company's controlling shareholders or actual controllers referred to in items (iv) through (vi) do not include enterprises controlled by the same state-owned asset management authority as the Company and that, under relevant rules, do not constitute a connected person relationship with the Company.

Independent directors shall conduct an annual self-assessment of their independence and submit the results to the Board of Directors. The Board shall evaluate the independence of incumbent independent directors annually and issue a special opinion, which shall be disclosed alongside the annual report.

Independent directors, as members of the Board, owe duties of loyalty and diligence to the Company and all shareholders, and shall prudently perform the following duties:

(i) To participate in Board decision-making and express clear opinions on matters discussed;

(ii) To supervise potential significant conflicts of interest between the Company and its controlling shareholders, actual controllers, directors or senior management to protect the lawful rights and interests of minority shareholders;

(iii) To provide professional and objective advice to support the Company's business development and enhance Board decision-making;

(iv) Other duties prescribed by laws, administrative regulations, the securities regulatory rules of the jurisdictions where the Company's shares are listed, or the Articles of Association.

Independent non-executive directors shall exercise the following special powers:

(i) Independently appoint intermediaries to audit, consult on, or verify specific matters of the Company;

(ii) Propose the convening of an extraordinary shareholders' meeting to the Board;

(iii) Propose the convening of a Board meeting;

(iv) Publicly solicit shareholders' rights in accordance with the law;

(v) Express independent opinions on matters that may harm the rights and interests of the Company or minority shareholders;

(vi) Other powers prescribed by laws, administrative regulations, the securities regulatory rules of the jurisdictions where the Company's shares are listed, or the Articles of Association.

The exercise of powers under items (i) through (iii) above by independent directors shall be approved by a majority of all independent directors.

The Company shall promptly disclose the exercise of aforementioned special powers by independent directors. If such powers cannot be exercised normally, the Company shall disclose the specific situation and reasons.

The following matters shall be approved by a majority of all independent directors before being submitted to the Board for deliberation:

(i) Connected transactions required to be disclosed;

(ii) Proposals regarding changes or waivers of undertakings by the Company or related parties;

(iii) Decisions and measures taken by the Board of an acquired listed company regarding the acquisition;

(iv) Other matters prescribed by laws, administrative regulations, the securities regulatory rules of the jurisdictions where the Company's shares are listed, or the Articles of Association.

Specialised Committees under the Board

The Company's Board of Directors establishes an Audit Committee, which exercises the powers of the Board of Supervisors as stipulated under the Company Law.

The Audit Committee consists of three members, all of whom are directors not holding senior management positions in the Company (i.e. all must be non-executive directors). Two of the members are independent directors, and the convener is an independent director with accounting expertise.

The Board of Directors also establishes a Strategy and ESG Committee, a Nomination Committee, and a Remuneration and Appraisal Committee. These specialised committees report to the Board and perform their duties in accordance with the Articles of Association and the authorities delegated by the Board. Proposals prepared by these committees shall be submitted to the Board for approval. All committee members shall be directors, with independent directors forming the majority and serving as conveners of the Nomination Committee and the Remuneration and Appraisal Committee. The Board is responsible for establishing the rules of procedure for the specialised committees to standardize their operations. These specialised committees may engage intermediaries to provide professional advice, and the costs incurred in fulfilling their duties shall be borne by the Company.

Board Secretary

The Company shall appoint a Board secretary, who is a senior management member reporting to the Board of Directors.

Qualifications required for the Board secretary:

(i) The Board secretary shall possess professional knowledge in corporate finance, taxation, law, financial markets, enterprise management, etc., have good personal integrity, strictly comply with laws, regulations, and professional ethics, be able to perform his/her duties with loyalty, and possess strong communication and execution skills;

(ii) Situations where an individual is prohibited from serving as a director under the Articles of Association also apply to the Board secretary.

Primary duties of the Board secretary:

(i) Oversee the Company's information disclosure matters, coordinate information disclosure work, formulate information disclosure management procedures, and urge the Company and relevant disclosure obligors to comply with applicable disclosure requirements;

(ii) Manage investor relations and shareholder records, and coordinate information communication between the Company and securities regulators, shareholders and actual controllers, sponsors, securities service institutions, media, and other relevant parties;

(iii) Organize the preparation of Board meetings and shareholders' meetings, attend shareholders' meetings, Board meetings and meetings of senior management, take minutes of Board meetings and sign them;

(iv) Maintain confidentiality of the Company's information disclosure, and promptly report to the stock exchanges and make an announcement in the event of any leakage of material non-public information;

(v) Monitor media reports and proactively verify the truth, and urge the Board to respond promptly to all inquiries from the stock exchanges;

(vi) Organize training for directors and senior management on securities laws and regulations, listing rules and relevant requirements of the stock exchanges where the Company's shares are listed, and assist them in understanding their rights and obligations in information disclosure;

(vii) Keep custody of the shareholders' register, register of directors, records of shareholdings in the Company held by major shareholders, directors, and senior management, and documents and minutes of Board meetings and shareholders' meetings;

(viii) Assist the Board in exercising its authority, and raise objections in a timely manner when Board resolutions violate laws, administrative regulations, departmental rules, the securities regulatory rules of the jurisdictions where the Company's shares are listed, policies, or the Articles of Association;

(ix) Other duties as required by laws, administrative regulations, departmental rules, the securities regulatory rules of the jurisdictions where the Company's shares are listed, or the Articles of Association.

The Board secretary shall be appointed or dismissed by the Board. When a director concurrently serves as the Board secretary, the person shall not act in a dual capacity where separate actions are required of a director and the Board secretary.

Management

The Company establishes an Executive Committee responsible for strategy execution and the management of daily operations. The Executive Committee is the highest management body implementing the Board-approved policies and strategies. The Executive Committee reports to the Board, and adopts a voting system for decision-making.

The Executive Committee consists of certain non-independent directors and senior management. The members shall be nominated by the director of the Executive Committee, reviewed by the Nomination Committee, and approved by the Board.

The Executive Committee shall have one chair, one or two deputy chairs, and several members. The chair of the Executive Committee shall be the Chairman of the Board.

Each term of the Executive Committee is three years, and members may be reappointed for consecutive terms.

The Executive Committee shall report to the Board and exercise the following powers:

(i) Lead production and business management, implement Board-approved strategies and resolutions, and report to the Board;

(ii) Organize the Company's medium- and long-term plans, annual business plans, and investment proposals, and organize implementation upon Board approval; within the authority delegated by the Board, decide on external investments and other matters in accordance with the Company's strategic requirements;

(iii) Develop proposals for the establishment of internal management structures in accordance with the Company's strategic requirements, propose to appoint or dismiss the general manager and other senior management, and appoint or dismiss middle management according to procedures;

(iv) Review proposals requiring Board approval;

(v) Formulate basic management systems and specific rules;

(vi) Other powers as stipulated in the Articles of Association or delegated by the Board.

The Executive Committee shall establish working procedures, subject to Board approval before implementation.

The Company shall have one general manager and several deputy general managers, appointed or removed by the Board upon recommendation of the Chairman of the Board and chair of the Executive Committee. The general manager, deputy general managers, chief financial officer, and Board secretary are senior management of the Company.

The circumstances under which a person is disqualified from serving as a director of the Company, as stipulated in the Articles of Association, shall apply to senior management. The provisions of the Articles of Association regarding directors' duty of loyalty and duty of diligence shall apply to senior management.

A person who holds an administrative position in a controlling shareholder of the Company, other than the position of director or supervisor, shall not serve as a senior management member of the Company.

The general manager shall serve a term of three years, and may be reappointed for consecutive terms.

The general manager shall report to the Board of Directors and the Executive Committee, and exercise the following powers:

(i) Take overall responsibility for the Company's operations and report to the Executive Committee and its director;

(ii) Assist the chair of the Executive Committee in overall business management;

(iii) Attend business meetings presided over by the chair of the Executive Committee, report on his/her areas of responsibility, and provide opinions;

(iv) Exercise other powers granted by the Board of Directors and the Executive Committee.

The general manager may attend Board meetings as a non-voting participant.

FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Financial and Accounting System

The Company shall establish its financial and accounting system in accordance with laws, administrative regulations, departmental rules, and the securities regulatory rules of the jurisdictions where the Company's shares are listed.

Disclosure of periodic reports for A Shares: The Company shall submit its annual financial and accounting report to the CSRC and the Shanghai Stock Exchange within four months from the end of each fiscal year. It shall submit its semi-annual financial and accounting report to the local CSRC office and the Shanghai Stock Exchange within two months from the end of the first six months of each fiscal year. It shall submit its quarterly financial and accounting reports to the local CSRC office and the Shanghai Stock Exchange within one month from the end of the first three months and the first nine months of each fiscal year, respectively.

Disclosure of periodic reports for H Shares: The periodic reports for the Company's H Shares comprise the annual reports and the interim reports. The Company shall disclose a preliminary announcement of its annual results within three months from the end of each fiscal year, and shall prepare and disclose the annual report within four months from the end of each fiscal year, but at least 21 days before the date of the annual general meeting. The Company shall disclose a preliminary announcement of its interim results within two months from the end of the first six months of each fiscal year, and shall prepare and disclose the interim report within three months from the end of the first six months of each fiscal year.

The aforementioned financial and accounting reports, annual reports, annual results, interim reports, and interim results shall be prepared in accordance with relevant laws, administrative regulations, departmental rules, and the securities regulatory rules of the jurisdictions where the Company's shares are listed.

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

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

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

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

After covering losses and allocating reserve funds, the remaining after-tax profits shall be distributed to the shareholders in proportion to their respective shareholdings.

If the shareholders' meeting, in breach of the aforementioned provisions, distributes profits to shareholders before the Company makes up its losses and allocates the statutory reserve fund, the shareholders must return the profits so distributed in violation of the provisions to the Company.

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

Internal Audit

The Company shall implement an internal audit system, defining leadership structure, responsibilities, staffing, funding, utilization of audit results, and accountability, etc.

The internal audit department shall supervise and review the Company's business activities, risk management, internal control, and financial information, etc.

The internal audit department shall report to the Board of Directors and, in performing its duties, accept supervision and guidance from the Audit Committee. Any major issues or leads discovered shall be reported directly to the Audit Committee immediately.

The Company's internal audit system and the responsibilities of the audit personnel shall be implemented after approval by the Board of Directors. The head of internal audit shall be accountable to and report to the Board of Directors.

Engagement of an Accounting Firm

The Company shall engage an accounting firm that complies with the Securities Law and the Hong Kong Listing Rules to audit financial statements, verify net assets, and provide other related advisory services. The engagement term shall be one year and may be renewed.

The engagement of an accounting firm requires approval by a majority of the shareholders' meeting; the Board shall not appoint an accounting firm prior to the decision of the shareholders' meeting.

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

Audit fees for the accounting firm shall be determined by the shareholders' meeting.

When the Company dismisses or decides not to renew the engagement of an accounting firm, it shall provide the accounting firm with 15 days' prior notice. When the shareholders' meeting votes on the dismissal of an accounting firm, the accounting firm shall be allowed to present its views.

If an accounting firm proposes to resign from its engagement, it shall report to the shareholders' meeting on whether there are any improper circumstances involving the Company.

NOTICES AND ANNOUNCEMENTS

Notices

Subject to compliance with laws, administrative regulations, and the relevant rules of the stock exchanges where the Company's shares are [**REDACTED**], notices of the Company may be given by any of the following methods:

(i) Delivered in person;

(ii) Sent by post;

(iii) Sent by email;

(iv) Given by telephone;

(v) Sent by facsimile;

(vi) Published by way of announcement on the Company's website, the website designated by the Shanghai Stock Exchange, and the website designated by the Hong Kong Stock Exchange;

(vii) Given by any other method permitted by laws, administrative regulations, departmental rules, the securities regulatory rules of the jurisdictions where the Company's shares are [**REDACTED**], or the Articles of Association.

With respect to the means by which the Company provides or sends corporate communications to shareholders as required by the Hong Kong Listing Rules, and subject to the securities regulatory rules of the jurisdictions where the Company's shares are [**REDACTED**] and the Articles of Association, corporate communications may be sent to shareholders via the Company's designated website, the website of the Shanghai Stock Exchange, the website of the Hong Kong Stock Exchange, or by electronic means. The aforementioned "corporate communications" refer to any documents issued or to be issued by the Company for the reference or action of its shareholders or other persons as required by the Hong Kong Listing Rules, including but not limited to the annual report (containing the Board report, the Company's annual accounts, the audit report and financial summary report (if applicable)), the Company's interim report and interim summary report (if applicable), quarterly reports, notices of meetings, listing documents, circulars, proxy forms, etc. Holders of the Company's H Shares may also elect in writing to receive printed copies of the above corporate communications.

Announcements

The media designated by the Company for statutory disclosure and the information disclosure websites designated by the securities regulatory authorities of the jurisdictions where the Company's shares are [**REDACTED**] shall be the media for publishing the Company's announcements and other information required to be disclosed. Unless the context otherwise requires, the term "announcement" in the Articles of Association, in relation to announcements to holders of H Shares or announcements required to be made in Hong Kong under relevant regulations and the Articles of Association, means an announcement that must be published on the Company's website, the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk), and such other website(s) as may be prescribed from time to time under the Hong Kong Listing Rules.

MERGERS, DIVISIONS, CAPITAL INCREASE, CAPITAL DECREASE, DISSOLUTION, AND LIQUIDATION

Mergers, Divisions, Capital Increase, Capital Decrease

A company merger shall be effected by a merger agreement entered into by the merging parties, together with the preparation of a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date the merger resolution is adopted, and shall publish an announcement in the newspapers designated for statutory disclosure and on the website of the Hong Kong Stock Exchange within 30 days. Creditors may, within 30 days from the date of receiving the notice or, for those who did not receive such notice, within 45 days from the date of the announcement, demand that the Company repay its debts or provide corresponding guarantees.

Upon a company merger, the claims and debts of the merging parties shall be assumed by the surviving company or the newly incorporated company.

In a company division, the property of the Company shall be divided accordingly. A balance sheet and an inventory of assets shall be prepared. The Company shall notify its creditors within 10 days from the date the division resolution is adopted, and shall publish an announcement in the newspapers designated for statutory disclosure and on the website of the Hong Kong Stock Exchange within 30 days. Where the securities regulatory rules of the jurisdictions where the Company's shares are [**REDACTED**] provide otherwise, such provisions shall be complied with concurrently.

The debts of the Company prior to its division shall be jointly and severally borne by the companies after the division, unless otherwise agreed in writing between the Company and its creditors prior to the division regarding the repayment of such debts.

When the Company needs to reduce its registered capital, it must prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date the resolution on reducing the registered capital is adopted, and shall publish an announcement in the newspapers designated for statutory disclosure and on the website of the Hong Kong Stock Exchange within 30 days. Creditors shall have the right, within 30 days from the date of receiving the notice or, for those who did not receive such notice, within 45 days from the date of the announcement, to demand that the Company repay its debts or provide corresponding guarantees. The registered capital of the Company after the reduction shall not fall below the statutory minimum amount.

In the event of a merger or division of the Company resulting in any change to the registered particulars, the Company shall apply to the administrative authority for industry and commerce for registration of such change in accordance with the law. If the Company is dissolved as a result, it shall apply for deregistration in accordance with the law. If a new company is incorporated, it shall apply for incorporation registration in accordance with the law.

Any increase or decrease in the registered capital of the Company shall be registered as a change with the administrative authority for industry and commerce in accordance with the law.

Dissolution and Liquidation

The Company may be dissolved for the following reasons:

(i) The business term stipulated in the Articles of Association expires or other dissolution causes stipulated in the Articles of Association arise;

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

(iii) The Company needs to be dissolved due to a merger or division;

(iv) The Company has its business licence revoked, is ordered to close down, or is revocated by competent authorities;

(v) The Company's operation and management encounter serious difficulties, and its continued existence would cause significant losses to shareholders' interests, and no other solutions can be found. Shareholders holding more than 10% of all shareholders' voting rights may request the People's Court to dissolve the Company.

When the Company encounters any of the dissolution causes mentioned above, it shall publicise the dissolution causes through the National Enterprise Credit Information Publicity System within 10 days.

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

Such an amendment in accordance with the foregoing or resolution requires approval by more than two-thirds of the voting rights held by shareholders present at the shareholders' meeting.

If the Company is dissolved due to the circumstances mentioned in items (i), (ii), (iv), and (v) above, a liquidation group shall be formed within 15 days from the date the dissolution cause arises, and commence liquidation. The liquidation group shall be composed of the directors or of persons determined by the shareholders' meeting. If the liquidation group is not formed within the specified period to conduct the liquidation, creditors may apply to the People's Court to appoint relevant persons to form a liquidation group to carry out the liquidation.

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

(i) Liquidate the Company's assets and prepare a balance sheet and an inventory of assets separately;

(ii) Notify and announce to creditors;

(iii) Handle the Company's unfinished business related to the liquidation;

(iv) Pay off the outstanding taxes and the taxes incurred during the liquidation process;

(v) Settle claims and debts;

(vi) Handle the remaining assets after the Company's debts are settled;

(vii) Represent the Company in civil litigation activities.

The liquidation group shall, within 10 days of its establishment, notify the creditors, and within 60 days, make an announcement in the newspapers designated for statutory disclosure and the website of the Hong Kong Stock Exchange. Creditors shall declare their claims to the liquidation group within 30 days from the date of receiving the notice or within 45 days from the date of the announcement if they have not received the notice.

When declaring claims, creditors shall explain the relevant matters of the claims and provide supporting materials. The liquidation group shall register the claims. During the claim declaration period, the liquidation group shall not settle claims with creditors.

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

The Company's assets shall be applied in the following order:

(i) Payment of liquidation expenses;

(ii) Payment of wages to employees, social insurance premiums, and statutory compensation;

(iii) Payment of outstanding taxes;

(iv) Settlement of the Company's debts;

(v) Distribution to shareholders in proportion to their respective shareholdings.

During the liquidation period, the Company shall continue to exist but shall not carry out any business activities unrelated to the liquidation. The assets of the Company shall not be distributed to the shareholders until all payments and settlements stipulated in the preceding order of priority have been made in full.

After the liquidation group has liquidated the Company's assets and prepared a balance sheet and an inventory of assets, if it is found that the Company's assets are insufficient to pay off its debts, it shall apply to the People's Court for a declaration of bankruptcy in accordance with the law. After the People's Court has ruled to declare the Company bankrupt, the liquidation group shall transfer all liquidation matters to the People's Court.

Upon completion of the liquidation, the liquidation group shall prepare a liquidation report, submit it to the shareholders' meeting or the People's Court for confirmation, and file it with the company registration authority to apply for deregistration of the Company and announce the termination of the Company.

Members of the liquidation group shall be loyal to their duties and perform their liquidation obligations in accordance with the law. Members of the liquidation group shall not take advantage of their positions to accept bribes or other illicit gains, nor shall they misappropriate the Company's assets. Members of the liquidation group shall be liable for compensation if they cause losses to the Company or its creditors due to intentional misconduct or gross negligence.

If the Company is declared bankrupt in accordance with the law, bankruptcy liquidation shall be conducted in accordance with the laws governing enterprise bankruptcy.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

If any of the following circumstances arise, the Company shall amend the Articles of Association:

(i) After amendments to the Company Law, relevant laws, administrative regulations, or the securities regulatory rules of the jurisdictions where the Company's shares are [**REDACTED**], the provisions of the Articles of Association conflict with the amended laws, administrative regulations, or the securities regulatory rules of the jurisdictions where the Company's shares are [**REDACTED**];

(ii) Changes occur in the Company's circumstances that are inconsistent with the matters recorded in the Articles of Association;

(iii) The shareholders' meeting resolves to amend the Articles of Association.

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

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

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