
APPENDIX V

SUMMARY OF THE ARTICLES OF ASSOCIATION

This appendix contains a summary of the principal provisions of the Articles of Association of the Company adopted on March 23th, 2026, which will take effect upon the [REDACTED] of H Shares on the Hong Kong Stock Exchange. The primary purpose of this appendix is to provide potential investors with an overview of the Articles of Association of the Company. Accordingly, it may not contain all the information that may be considered material or relevant by potential investors.

SHARES AND REGISTERED CAPITAL

The issuance of shares by the Company shall follow the principles of openness, fairness, and impartiality. Each share of the same class shall carry equal rights. Shares of the same class issued at the same time shall be issued under the same conditions and at the same price. All entities or individuals subscribing for such shares shall pay the same consideration for each share.

INCREASE, REDUCTION AND REPURCHASE OF SHARE CAPITAL

Increase of Share Capital

The Company may, in accordance with applicable laws and regulations and subject to a resolution adopted by the Shareholders’ general meeting, increase its share capital as required for its business operations and development by one or more of the following means:

- (i) issuing shares to unspecified investors;
- (ii) issuing shares to specific investors;
- (iii) distributing bonus shares to existing shareholders;
- (iv) converting capital reserves into share capital;
- (v) any other methods permitted by law, administrative regulations, and the rules of the CSRC.

Reduction of Capital

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

The Company shall notify its creditors within ten (10) days from the date on which the resolution for the reduction of registered capital is passed by the Shareholders’ general meeting, and shall make a public announcement within thirty (30) days after the resolution approving the reduction has been adopted. The creditors shall have the right, within thirty (30) days from the date of receipt of the notice or, if no such notice is received, within forty-five (45) days from the date of the public announcement, to require the Company to settle its debts or provide a corresponding guarantee.

Repurchase of Shares

The Company may repurchase its own shares in accordance with applicable laws, administrative regulations, departmental rules and the Articles of Association under any of the following circumstances:

- (i) for the purpose of reducing the Company’s registered capital;
- (ii) in connection with a merger with another company that holds shares in the Company;
- (iii) for use in employee stock ownership plans or equity incentive schemes;
- (iv) upon request by shareholders who object to resolutions adopted at a general meeting regarding the merger or division of the Company, requiring the Company to repurchase their shares;

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- (v) for conversion into shares of the Company of convertible corporate bonds issued by the Company;
- (vi) where necessary for the Company to protect its value and the shareholders’ equity interest.

The Company shall not engage in the trading of its own shares except in the circumstances set out above.

Where the Company repurchases its own shares pursuant to items (i) and (ii) of paragraph 1, such repurchase shall be subject to a resolution of the general meeting. Where the repurchase is conducted pursuant to items (iii), (v) and (vi) of paragraph 1, it shall be approved by a resolution of the Board of Directors passed at a meeting attended by more than two-thirds (2/3) of the directors.

Where the Company repurchases its own shares in accordance with the provisions of paragraph 1, the following requirements shall apply: in the case of a repurchase under item (i), the shares shall be cancelled within ten (10) days from the date of repurchase; in the case of a repurchase under items (ii) or (iv), the shares shall be transferred or cancelled within six (6) months from the date of repurchase; and in the case of a repurchase under items (iii), (v), or (vi), the aggregate number of shares held by the Company shall not exceed ten percent (10%) of the total issued share capital of the Company, and such shares shall be transferred or cancelled within three (3) years from the date of repurchase.

TRANSFER OF SHARES

The Company’s shares shall be transferred in accordance with the law. Shares issued before the Company’s public offering shall not be transferred within one (1) year from the date the Company’s shares are listed and traded on the stock exchange.

Directors and senior management personnel shall declare to the Company their shareholdings in the Company and any changes thereto. During their term of office, the annual transfer of their shares of the same class shall not exceed 25% of their total holdings of such class of shares in the Company. The shares held by such persons shall not be transferred within one (1) year from the date on which the Company’s shares are listed and traded. Within six (6) months after their resignation, such persons shall not transfer the shares they hold in the Company.

Where laws, administrative regulations or the listing rules of the stock exchange(s) at the place where the Company’s shares are listed impose additional restrictions on the transfer of the Company’s shares, such provisions shall prevail.

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

RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

Shareholders

The Company shall establish a register of shareholders based on the records provided by the securities registration and clearing institution. The register of shareholders shall serve as conclusive evidence of shareholders’ shareholdings in the Company. Shareholders shall enjoy rights and assume obligations in accordance with the class of shares they hold. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations.

Rights and Obligations of Shareholders

The shareholders of the Company shall be entitled to the following rights:

- (i) to receive dividends and other forms of distribution in proportion to their shareholdings;
- (ii) to request the convening of, convene, preside over, attend, or appoint proxies to attend Shareholders’ general meetings and exercise voting rights accordingly;

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- (iii) to supervise the Company’s operations and submit suggestions or inquiries;
- (iv) to transfer, donate, or pledge their shares in accordance with laws, administrative regulations, and the Articles of Association;
- (v) shareholders shall have the right to inspect and make copies of Articles of Association, the register of shareholders, minutes of general meetings, resolutions of the Board of Directors, and financial accounting reports. Shareholders who meet the prescribed requirements may also inspect the Company’s accounting books and accounting vouchers;
- (vi) to participate in the distribution of the Company’s remaining assets in proportion to their shareholdings upon termination or liquidation of the Company;
- (vii) to request the Company to repurchase their shares if they object to resolutions of the shareholders’ general meeting regarding mergers or divisions of the Company;
- (viii) other rights provided by laws, administrative regulations, departmental rules, securities regulatory rules at the place where the Company’s shares are listed, or the Articles of Association.

Shareholders requesting to inspect or make copies of relevant documents of the Company shall comply with the PRC Company Law, PRC Securities Law, and other applicable laws, administrative regulations, and securities regulatory rules where the Company’s shares are listed.

The shareholders of the Company shall undertake the following obligations:

- (i) to comply with laws, administrative regulations, securities regulatory rules where the Company’s shares are listed and the Articles of Association;
- (ii) to pay subscription monies for the shares they have subscribed for, according to the agreed subscription terms and method;
- (iii) not to withdraw their capital contributions except as otherwise permitted by laws or regulations;
- (iv) not to abuse shareholder rights to harm interests of the Company or other shareholders; not to abuse the Company’s independent legal personality or the limited liability of shareholders to harm the interests of the Company’s creditors;
- (v) such other obligations as may be required under laws, administrative and the Articles of Association.

Shareholders who abuse their rights and thereby cause losses to the Company or other shareholders shall be liable for compensation in accordance with the law. Shareholders who abuse the Company’s status as an independent legal entity and the limited liability of shareholders to evade debts and thereby materially prejudice the interests of the Company’s creditors shall bear joint and several liability for the Company’s debts.

SHAREHOLDERS’ GENERAL MEETING**General rules of the Shareholders’ General Meeting**

The Shareholders’ general meeting is the organ of authority of the Company and shall, in accordance with the law, exercise the following powers:

- (i) to elect and replace directors who are not employee representatives and determine matters relating to the remuneration of such directors;
- (ii) to consider and approve the reports of the Board of Directors;

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- (iii) to consider and approve the Company’s profit distribution plan and plan for making up losses;
- (iv) to adopt resolutions on the increase or reduction of the registered capital of the Company;
- (v) to adopt resolutions on the issuance of bonds by the Company;
- (vi) to adopt resolutions on the merger, division, dissolution, liquidation or change of corporate form of the Company;
- (vii) to amend the Articles of Association;
- (viii) to adopt resolutions on the appointment or dismissal of the accounting firm responsible for the audit of the Company;
- (ix) to consider and approve the guarantees as set out in Article 49 of the Articles of Association;
- (x) to consider and approve any proposed purchase or sale of significant assets by the Company within one (1) year that exceeds thirty percent (30%) of the Company’s total audited assets as of the most recent accounting period;
- (xi) to consider and approve connected transactions that are required to be reviewed by the Shareholders’ general meeting in accordance with the Articles of Association or the Connected Transaction Management Measures;
- (xii) to consider and approve any proposed changes to the use of proceeds raised from financing activities;
- (xiii) to consider and approve equity incentive plans and employee stock ownership plans;
- (xiv) to consider and approve other matters that are required by laws, administrative regulations, departmental rules, the securities regulatory rules of the stock exchange(s) where the Company’s shares are listed, or the Articles of Association to be decided by the Shareholders’ general meeting.

The Shareholders’ general meeting may authorize the Board of Directors to adopt resolutions on the issuance of bonds by the Company.

The Company shall convene an extraordinary general meeting within two (2) months from the date of occurrence of any of the following circumstances:

- (i) the number of directors falls below the statutory minimum required by the PRC Company Law or less than two-thirds (2/3) of the number of directors as specified in the Articles of Association;
- (ii) the Company’s uncovered losses amount to one-third (1/3) of its total share capital;
- (iii) a shareholder or shareholders holding individually or in aggregate ten percent (10%) or more of the Company’s shares so request;
- (iv) the Board of Directors considers it necessary;
- (v) the Audit Committee proposes to convene such a meeting;
- (vi) Other circumstances as stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange(s) where the Company’s shares are listed, or the Articles of Association.

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Convening of the General Meeting

The independent directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting upon the approval of more than half of all independent directors. The Board of Directors shall, in accordance with laws, administrative regulations, the securities regulatory rules of the place(s) where the Company’s shares are listed, and the Articles of Association, provide written feedback indicating whether it agrees to convene the extraordinary general meeting within ten (10) days of receiving such a proposal. If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of the general meeting within five (5) days after the resolution of the Board is made.

The Audit Committee shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall submit such proposal in writing. The Board of Directors shall, in accordance with laws, administrative regulations, the securities regulatory rules of the place(s) where the Company’s shares are listed, and the Articles of Association, provide written feedback indicating whether it agrees to convene the extraordinary general meeting within ten (10) days of receiving such a proposal. If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of the general meeting within five (5) days after the resolution of the Board is made.

Shareholder(s) individually or jointly holding ten percent (10%) or more of the Company’s shares may request the Board of Directors to convene an extraordinary general meeting by submitting such request in writing. The Board of Directors shall, in accordance with laws administrative regulations, the listing rules of the stock exchange(s) where the Company’s shares are listed, and the Articles of Association, provide written feedback indicating whether it agrees to convene the extraordinary general meeting within ten (10) days of receiving such a request. If the Board of Directors agrees, it shall issue a notice of the general meeting within five (5) days after the Board resolution is made.

Where the Board of Directors refuses to convene the meeting or fails to provide feedback within ten (10) days of receiving the request, the shareholder(s), individually or jointly holding ten percent (10%) or more of the Company’s shares shall have the right to submit a written proposal to the Audit Committee to convene the extraordinary general meeting.

If the Audit Committee agrees to convene the extraordinary general meeting, it shall issue a notice of the general meeting within five (5) days of receiving the request. Any changes to the original proposal in the notice shall be subject to the consent of the relevant shareholder(s).

If the Audit Committee fails to issue such notice within the prescribed period, it shall be deemed as having refused to convene and preside over the meeting. Shareholder(s) who have individually or jointly held ten percent (10%) or more of the Company’s shares for ninety (90) consecutive days or more may convene and preside over the general meeting themselves. Prior to the announcement of the resolutions passed at the general meeting, the shareholding ratio of the convening shareholders shall not be less than ten percent (10%).

Notices of General Meeting

The convener shall notify all shareholders of an annual general meeting by way of announcement at least twenty (20) days prior to the date of the meeting and shall notify all shareholders of an extraordinary general meeting by way of announcement at least fifteen (15) days prior to the date of the meeting.

The notice of a general meeting shall include the following particulars:

- (i) the date, venue and duration of the meeting;
- (ii) the matters and proposals to be submitted for consideration at the meeting;

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- (iii) a prominent statement that all shareholders are entitled to attend the general meeting, and may appoint a proxy in writing to attend and vote at the meeting on their behalf, and that such proxy need not be a shareholder of the Company;
- (iv) the record date for determining the shareholders entitled to attend the meetings;
- (v) the name and telephone number of the permanent contact person for the meeting;
- (vi) the time and procedures for voting by way of online or other means; and
- (vii) other requirements stipulated by laws, the securities regulatory rules of the stock exchange(s) where the Company's shares are listed, and the Articles of Association.

Resolutions of the Shareholders' General Meeting

Resolutions of the Shareholders' general meeting shall be classified into ordinary resolutions and special resolutions.

A special resolution shall be passed by more than two-thirds (2/3) of the voting rights represented by shareholders (including proxies) attending the general meeting.

The following matters shall be approved by way of ordinary resolution at a general meeting:

- (i) the report of the Board of Directors on its work;
- (ii) the profit distribution plan and the plan for making up losses as proposed by the Board of Directors;
- (iii) the appointment and removal of members of the Board of Directors, as well as their remuneration and the method of payment;
- (iv) all matters other than those required by laws, administrative regulations, the securities regulatory rules of the place(s) where the Company's shares are listed, or the Articles of Association to be passed by way of special resolution.

The following matters shall be approved by way of special resolution at a general meeting:

- (i) the increase or reduction of the registered capital of the Company;
- (ii) the division, spin-off, merger, dissolution, or liquidation of the Company;
- (iii) amendments to the Articles of Association;
- (iv) the purchase or sale of significant assets, or provision of guarantees to others within one year, the value of which exceeds thirty percent (30%) of the Company's latest audited total assets;
- (v) equity incentive plans;
- (vi) changes in the rights attached to class shares;
- (vii) variation or abrogation of the rights of class shareholders;
- (viii) other matters required to be approved by special resolution under laws, administrative regulations, the securities regulatory rules of the place(s) where the Company's shares are listed, or the Articles of Association, or other matters that may have a material impact on the Company as determined by an ordinary resolution of the general meeting.

Shareholders (including those attending by proxy) shall exercise their voting rights according to the number of voting shares they represent, with one vote for each share.

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Shares held by the Company shall not carry voting rights and shall not be counted in the total number of voting shares represented at the general meeting.

In respect of matters concerning connected transactions to be considered at a general meeting, connected shareholders shall abstain from voting, and the voting rights represented by such connected shareholders shall not be counted in the total number of valid votes.

DIRECTORS AND THE BOARD OF DIRECTORS

Directors

Directors shall be elected or replaced by the Shareholders’ general meeting and shall serve a term of three (3) years. Upon expiration of their term, Directors may be re-elected and re-appointed.

Directors may concurrently serve as senior management personnel; however, the number of Directors concurrently holding senior management positions and those serving as employee representatives shall not in aggregate exceed one-half (1/2) of the total number of Directors of the Company.

Board of Directors

Directors of the Company shall be natural persons and may include executive directors, non-executive directors, and independent directors, including at least one professional accountant.

The Board of Directors of the Company shall consist of seven (7) directors, including three (3) independent directors and one (1) employee representative director. The Board shall have one (1) Chairman but no Vice Chairman.

The Board of Directors shall exercise the following powers in accordance with the law and the provisions of the Articles of Association:

- (i) to convene general meetings and report to the general meeting on its work;
- (ii) to implement resolutions passed by the general meeting;
- (iii) to determine the Company’s business plans and investment proposals;
- (iv) to formulate the Company’s profit distribution plans and plans for making up losses;
- (v) to formulate plans for increasing or reducing the registered capital of the Company, and for the issuance of bonds or other securities and listing thereof;
- (vi) to formulate significant acquisition, share repurchase, merger, division, dissolution, or change of corporate form proposals of the Company;
- (vii) to decide on matters including external investment, acquisition or disposal of assets, asset pledges, external guarantees, entrusted wealth management, connected transactions, and donations to external parties within the scope authorized by the general meeting;
- (viii) to determine the organizational structure of the Company’s internal management;
- (ix) to appoint or dismiss the general manager, the secretary to the Board of Directors, and other senior management personnel of the Company based on the nomination by the Chairman, and to determine their remuneration and disciplinary or reward measures; to appoint or dismiss deputy general managers, the chief financial officer (financial director), and other senior management personnel based on the nomination by the general manager, and to determine their remuneration and disciplinary or reward measures;
- (x) to formulate the fundamental management systems of the Company;
- (xi) to formulate proposals for amendments to the Articles of Association;

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- (xii) to manage the Company’s information disclosure affairs;
- (xiii) to propose to the general meeting the engagement or replacement of the accounting firm responsible for auditing the Company;
- (xiv) to hear the general manager’s work reports and evaluate the general manager’s performance;
- (xv) to consider and approve the guarantees outside the scope of Article 49 of the Articles of Association;
- (xvi) to consider and approve connected transactions that are required to be reviewed by the Board of Directors in accordance with the Articles of Association or the Connected Transaction Management Measures;
- (xvii) to exercise other powers as provided by laws, administrative regulations, departmental rules, the securities regulatory rules of the stock exchange(s) where the Company’s shares are listed, the Articles of Association, or as authorized by the general meeting.

The Board of Directors shall convene no fewer than four (4) meetings each year, which shall be convened by the Chairman. Written notice shall be given to all Directors at least fourteen (14) days prior to the date of the meeting.

An extraordinary meeting of the Board of Directors shall be convened and presided over by the Chairman within ten (10) days under any of the following circumstances:

- (i) when proposed by shareholders representing more than one-tenth (1/10) of the voting rights;
- (ii) when jointly proposed by more than one-third (1/3) of the Directors;
- (iii) when proposed by the Audit Committee.

Notice of an extraordinary Board meeting shall be given to all Directors at least three (3) days before the meeting is held. In cases of emergency where the meeting must be convened urgently, notice may be given at any time by telephone or other oral means, and the time limit for giving notice may be waived. However, the convener shall provide an explanation at the meeting.

A meeting of the Board of Directors shall be held only when more than one-half of the Directors are present. A resolution of the Board shall be adopted only by the affirmative vote of more than one-half of all Directors. Voting on Board resolutions shall follow the principle of one person, one vote.

AUDIT COMMITTEE

The Board of Directors shall establish an Audit Committee, which shall exercise the functions and powers of the supervisory board as stipulated under the PRC Company Law.

The Audit Committee shall consist of three (3) members, all of whom shall be non-executive directors, of whom the majority must be independent non-executive Directors, at least one (1) of whom must be an independent director with appropriate professional qualifications or appropriate accounting or related financial management expertise as required by the Hong Kong Listing Rules, with the chairperson (convener) being an independent Director.

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The Audit Committee shall be responsible for reviewing the Company’s financial information and its disclosure, supervising and assessing internal and external audit activities, and overseeing internal control. The following matters shall be submitted to the Board of Directors for consideration only after receiving the approval of more than half of all members of the Audit Committee:

- (i) disclosure of financial information in financial reports and periodic reports, and reports on the evaluation of internal controls;
- (ii) engagement or dismissal of the accounting firm responsible for the Company’s audit;
- (iii) appointment or dismissal of the Company’s chief financial officer;
- (iv) changes in accounting policies or accounting estimates, or correction of material accounting errors, except where such changes result from amendments to accounting standards;
- (v) other matters as prescribed by laws, administrative regulations, the CSRC, the securities regulatory rules of the stock exchange(s) where the Company’s shares are listed, and the Articles of Association.

Resolutions of the Audit Committee shall be adopted by a majority vote of its members.

GENERAL MANAGER

The Company shall have one (1) general manager, who shall be appointed or dismissed by resolution of the Board of Directors.

The Company may have several deputy general managers, who shall also be appointed or dismissed by resolution of the Board of Directors.

The general manager shall attend meetings of the Board of Directors as a non-voting participant.

SECRETARY TO THE BOARD

The Company shall appoint a board secretary, who shall be responsible for organizing the Shareholders’ general meeting and the Board of Directors, keeping relevant documentation, managing the Company’s shareholder information, and handling matters related to information disclosure. The board secretary shall comply with the relevant provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the place(s) where the Company’s shares are listed, and the Articles of Association.

FINANCIAL AND ACCOUNTING SYSTEM

The Company shall formulate its financial and accounting systems in accordance with applicable laws, administrative regulations, and the requirements of relevant state authorities.

The Company shall submit and disclose its annual reports to the local office of the CSRC and the stock exchange within four (4) months after the end of each fiscal year. The Company shall submit and disclose its interim report to the local office of the CSRC and the stock exchange within two (2) months after the end of the first half of each fiscal year.

The aforementioned annual and interim reports shall be prepared in accordance with the relevant laws, administrative regulations, rules of the CSRC, and the regulations of the stock exchange(s) where the Company’s shares are listed.

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DISSOLUTION AND LIQUIDATION OF THE COMPANY

The Company may be dissolved for any of the following reasons:

- (i) the expiry of the operation term specified in the Articles of Association or the occurrence of any other dissolution event as stipulated therein;
- (ii) a resolution on dissolution adopted by the Shareholders’ general meeting;
- (iii) dissolution required due to merger or division of the Company;
- (iv) revocation of the Company’s business license, an order for closure, or the Company being deregistered in accordance with the law;
- (v) Where the Company experiences significant difficulties in its operation and management, and continuation would cause substantial loss to shareholders’ interests, and such issues cannot be resolved by other means, shareholders holding ten percent (10%) or more of the total voting rights may petition the People’s Court to dissolve the Company.

If the Company is dissolved pursuant to items (i), (ii), (iv), or (v) above, it shall proceed with liquidation. The liquidation committee shall be composed of the directors unless otherwise stipulated by the Articles of Association or resolved by the Shareholders’ general meeting to appoint other persons.

The liquidation committee shall notify the creditors within ten (10) days from the date of its formation and shall publish an announcement in a provincial or higher-level newspaper or through the National Enterprise Credit Information Publicity System within sixty (60) days. Creditors shall declare their claims to the liquidation committee within thirty (30) days from receipt of the notice, or within forty-five (45) days from the date of announcement if they did not receive notice.

If, after verifying the Company’s assets, balance sheet, and asset inventory, the liquidation committee discovers that the Company’s assets are insufficient to cover its debts, it shall apply to the People’s Court for bankruptcy liquidation in accordance with the law.

Upon acceptance of the bankruptcy application by the Court, the liquidation committee shall transfer the liquidation matters to the bankruptcy trustee appointed by the Court.

Upon completion of the liquidation, the liquidation committee shall prepare a liquidation report for confirmation by the Shareholders’ general meeting or the Court and submit it to the Company’s registration authority to apply for deregistration.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

- (i) where, following an amendment to the PRC Company Law or relevant laws and administrative regulations, any provisions of the Articles of Association conflicts with such amended laws or regulations;
- (ii) where changes occur in the Company’s circumstances, rendering any provision of the Articles of Association inconsistent with the actual situation;
- (iii) where the Shareholders’ general meeting resolves to make an amendment.