This Appendix is primarily intended to provide **[REDACTED]** with an overview of the Company's Articles of Association. As this section contains only a summary, it may not include all information that is important to potential **[REDACTED]**.

ISSUANCE OF SHARES

The Company's shares shall be issued based on the principles of openness, fairness and justice. Shares of the same class carry equal rights. For the same class of shares issued in the same offering, each share is issued on the same terms and at the same price. Each subscriber pays the same price per share for the shares subscribed.

INCREASE, REDUCTION AND REPURCHASE OF SHARES

Based on the needs of its operation and development, and in accordance with the provisions of laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, the Company may increase its capital by the following means upon a resolution of the Shareholders' meeting:

(a) offering of shares to unspecified targets;

(b) offering of shares to specified targets;

(c) distributing bonus shares to existing Shareholders;

(d) conversion of provident fund into share capital;

(e) other methods provided by laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed, and approved by the CSRC and other securities regulatory authorities of the place where the Company's shares are listed.

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

(a) to reduce the registered capital of the Company;

(b) to merge with another company that holds shares in the Company;

(c) to use the shares for employee shareholding schemes or share incentives;

(d) to acquire the shares of Shareholders who request the Company to do so due to their objection to a resolution on the merger or division of the Company made by the Shareholders' meeting;

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

(f) where it is necessary for the Company to safeguard its corporate value and the interests of the Shareholders.

The Company may acquire its own shares by way of open and concentrated transactions or other methods permitted by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the securities regulatory authorities of the place where the Company's shares are listed.

Where the Company acquires its own shares under the circumstances specified in items (c), (e) and (f) of the first paragraph of Article 25 of the Articles of Association, it shall be conducted by way of open and concentrated transactions.

After acquiring its own shares, the Company shall perform its information disclosure obligations in accordance with the PRC Securities Law, the Hong Kong Listing Rules and other applicable laws and regulations, as well as the securities regulatory rules of the place where the Company's shares are listed.

Shares in the Company's share repurchase account shall not be entitled to rights including voting at the Shareholders' meeting, profit distribution, conversion of provident fund into share capital, subscription of new shares and convertible corporate bonds.

Shares of the Company shall be transferred according to the law. Transfer of any H Shares shall be executed with a written instrument of transfer with a common format or other format accepted by the Board of Directors (including the standard transfer format or transfer form specified from time to time by Hong Kong Stock Exchange), which may only be signed by hand or (if the transferor or transferee is a company) affixed with the effective corporate seal. If the transferor or transferee is a recognized clearing house or its agent thereof defined in the relevant provisions in force from time to time of the Hong Kong laws, the instrument of transfer may be signed by hand or by machine imprinted signatures. All instruments of transfer shall be kept at the legal address of the Company or other place designated by the Board of Directors from time to time.

A-shares of the Company issued prior to its public offering of shares shall not be transferred within one year from the date of listing of the Company's A-shares on the Shanghai Stock Exchange.

The Directors and senior management of the Company shall report to the Company their shareholdings in the Company (including preference shares) and any changes therein. The number of shares transferred by them each year during their term of office as determined at the time of taking office shall not exceed 25% of the total number of shares of the same class they hold in the Company. The shares they hold in the Company shall not be transferred within one year from the date of listing and trading of the Company's shares. The aforementioned persons shall not transfer the Company's shares held by them within half a year after their resignation.

If the securities regulatory rules of the place where the Company's shares are listed provide otherwise provisions with respect to transfer restrictions on the Company's shares, such provisions shall prevail.

Any gains from sale of Company's shares or other securities with an equity nature by the Shareholders holding 5% or more of the Company's shares, Directors and senior management within six months after their purchase of the same, and any gains from the purchase of the shares or other securities with an equity nature by any of the aforesaid parties within six months after their sale of the same, shall belong to the Company, and the Board of Directors shall recover such gains from the abovementioned parties. However, the circumstance where a securities company holds 5% or more of the Company's shares as a result of purchasing the remaining shares after the underwriting, as well as other circumstances as prescribed by the CSRC or securities regulatory authorities of the place where the Company's shares are listed are exempted.

Shares or other securities with an equity nature held by Directors, Supervisors, senior management and individual Shareholders as mentioned in the preceding paragraph include shares or other securities with an equity nature held by their spouses, parents or children, or held by other people's accounts.

If the Board of Directors fails to comply with the first paragraph of this Article, the Shareholders are entitled to request the Board of Directors to comply with such within 30 days. If the Board of Directors of the Company fails to comply within the aforesaid period, the Shareholders are entitled to initiate legal proceedings directly in the people's court in their personal capacity for the interest of the Company.

If the Board of Directors fails to comply with the provisions set forth in the first paragraph of this Article, the responsible Directors shall bear joint liabilities in accordance with the law.

SHAREHOLDERS AND SHAREHOLDERS' MEETING

General Provisions for Shareholders

The Company shall establish a Register of Shareholders based on the vouchers provided by the securities registration and clearing authorities of the place where the Company's shares are listed. The Register of Shareholders shall be sufficient evidence for the Shareholders' shareholding in the Company. The original Register of H Shareholders listed in Hong Kong shall be kept in Hong Kong for inspection by Shareholders. However, the Company may suspend the registration of Shareholders in accordance with the Companies Ordinance of Hong Kong and other applicable laws and regulations and the securities regulatory rules of the place where the Company's shares are listed. Shareholders shall enjoy rights and assume obligations in accordance with the class of shares they hold. Shareholders holding the same class of shares shall enjoy equal rights and assume the same obligations.

The Shareholders of the Company shall have the following rights:

(a) to receive dividends and profit distributions in any other forms in proportion to their shareholdings;

(b) to lawfully request the convening, convocation, and preside over, attend, or appoint a Shareholder proxy to attend the Shareholders' meeting, and to exercise corresponding voting rights;

(c) to supervise, make recommendations or make inquiries about the operations of the Company;

(d) to transfer, gift, or pledge their shares in the Company in accordance with laws, administrative regulations, and the provisions of the Articles of Association;

(e) to inspect and make copies of the Articles of Association, the Register of Shareholders, the minutes of the Shareholders' Meetings, the resolutions of the Board of Directors, and the financial and accounting reports. Shareholders who meet the requirements may inspect the accounting books and vouchers of the Company;

(f) in the event of the termination or liquidation of the Company, to participate in the distribution of the remaining property of the Company in proportion to their shareholdings;

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

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

The Articles of Association, resolutions of the Shareholders' meetings or resolutions of the Board of Directors shall be in accordance with the law and regulations, and shall not deprive or restrict the statutory rights of Shareholders. The Company shall protect the lawful rights of Shareholders and ensure that they are treated fairly.

If a resolution of the Shareholders' meeting or the Board of Directors violates laws or administrative regulations, Shareholders shall have the right to request the People's Court to declare it invalid.

If the convening procedures or voting methods of a Shareholders' meeting or a meeting of the Board of Directors violate laws, administrative regulations, or the Articles of Association, or if the content of a resolution violates the Articles of Association, Shareholders shall have the right to request the People's Court to cancel such resolution within 60 days from the date on which the resolution was made. However, it shall not apply if the convening procedures or voting methods of the Shareholders' meeting or the meeting of the Board of Directors contain only minor defects and have no substantial effect on the resolution.

Where the Board of Directors, Shareholders or other relevant parties dispute the validity of a resolution of a Shareholders' meeting, they shall promptly file a litigation with the People's Court. Prior to the issuance of a judgment or ruling by the People's Court, the relevant parties shall implement the resolution of the Shareholders' meeting. No entity may refuse to implement the resolution on the ground of its invalidity. The Company, its Directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.

Where the People's Court makes a judgement or ruling on the relevant matter, the Company shall fulfil its obligations to disclose the information in accordance with laws, administrative regulations, relevant regulations of the CSRC and the securities regulatory authorities of the place where the Company's shares are listed, fully explain the impact and actively cooperate with the authorities in the enforcement of the judgement or ruling after it has come into effect. If the matter involves the correction of prior-period items, the Company shall handle such corrections in a timely manner and perform the corresponding information disclosure obligations.

The Shareholders of the Company shall have the following obligations:

(a) to observe the laws, administrative regulations and the Articles of Association;

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

(c) not to withdraw its Share Capital, except under circumstances stipulated by laws and regulations;

(d) not to abuse Shareholder's right to harm the interests of the Company or other Shareholders and not to abuse the Company's independent status as a legal person and the Shareholder's limited liability to harm the interests of the creditors of the Company;

(e) to fulfil other obligations stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

If the Shareholders of the Company abuse the Shareholders' rights thus causing loss to the Company or other Shareholders, they shall assume the liability of compensation according to law. If any Shareholder evades debts by abusing the Company's independent status as a legal person and the limited liability of Shareholders, thereby seriously damaging the interests of any creditor of the Company, the Shareholder shall bear joint liability for the debts of the Company.

Controlling Shareholders and Actual Controllers

The controlling Shareholder and actual controllers of the Company shall comply with the following provisions:

(a) to exercise their rights as Shareholders in accordance with the law and not to abuse their control rights or use their connected relationship to harm the legitimate interests of the Company or other Shareholders;

(b) to strictly fulfil their public statements and various undertakings and not to change or waive such statements and undertakings;

(c) to fulfil their information disclosure obligations in strict accordance with relevant regulations, proactively cooperate with the Company in information disclosure and inform the Company in a timely manner of material events that have occurred or are intended to occur;

(d) not to appropriate the Company's funds in any way;

(e) not to order, instruct, or request the Company and its relevant personnel to provide guarantees in violation of laws and regulations;

(f) not to make use of the Company's undisclosed material information to gain benefits, or disclose in any way undisclosed material information relating to the Company, or engage in insider trading, short-term trading, market manipulation or other illegal and unlawful acts;

(g) not to prejudice the legitimate interests of the Company and other Shareholders through unfair connected transactions, profit distribution, asset restructuring, external investment or any other means;

(h) to ensure the integrity of the Company's assets, and the independence of its personnel, finance, organization and business, and not to affect the independence of the Company in any way;

(i) Other provisions stipulated by laws, administrative regulations, CSRC, and the securities regulatory rules of the place where the Company's shares are listed, and other requirements of the Articles of Association.

If a controlling Shareholder or actual controllers of the Company does not act as a Director of the Company but actually executes the affairs of the Company, the provisions of the Articles of Association on the duties of loyalty and diligence of Directors shall apply.

Where a controlling Shareholder or actual controller of the Company instructs a Director or senior officer to engage in an act that is detrimental to the interests of the Company or its Shareholders, he/she shall bear joint liability with the Director or senior management officer.

General Provisions for the Shareholders' Meeting

The Shareholders' meeting of the Company is composed of all Shareholders. The shareholders' meeting, as the organ of authority of the Company, shall exercise its power in accordance with the laws:

(a) To elect and remove Directors and decide on matters relating to the remuneration of Directors;

(b) To examine and approve reports of the Board of Directors;

(c) To examine and approve the Company's profit distribution plans and loss recovery plans;

(d) To decide on any increase or decrease of the Company's registered capital;

(e) To decide on the issue of corporate bonds by the Company;

(f) To decide on the merger, division, dissolution, liquidation or change of corporate form of the Company;

(g) To amend the Articles of Association;

(h) To decide on the appointment and dismissal of the accounting firm engaged by the Company for its audit work;

(i) To examine and approve the guarantee matters stipulated in Article 47 of the Articles of Association;

(j) To examine matters relating to the purchase and sale of material assets by the Company within one year exceeding 30% of the Company's latest audited total assets;

(k) To examine and approve matters relating to changes in the use of proceeds from fund-raising;

(l) To examine equity incentive plans and employee stock ownership plans;

(m) To examine other matters which shall be decided by the Shareholders' meeting as required by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

The shareholders' meeting may authorize the Board of Directors to resolve on the issue of corporate bonds.

The following external guarantees of the Company shall be submitted to the Shareholders' meeting for deliberation and approval:

(a) Any guarantee provided after the total amount of external guarantees provided by the Company and its controlled subsidiaries exceeds 50% of the Company's latest audited net assets;

(b) Any guarantee provided after the Company's total amount of external guarantees exceeds 30% of the Company's latest audited total assets;

(c) Any guarantee to be provided by the Company within one year with a guaranteed amount exceeding 30% of the Company's latest audited total assets;

(d) Any guarantee for a party whose ratio of liabilities to assets exceeds 70%;

(e) Any single guarantee with a guaranteed amount exceeding 10% of the Company's latest audited net assets;

(f) Any guarantee for any Shareholder, actual controller or its related party;

(g) Other external guarantees that shall be approved by the Shareholders' meeting as required by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

When the Shareholders' meeting deliberates on the guarantee matters specified in item (c) of the preceding paragraph, such resolution shall be passed by at least two-thirds of the voting rights of the Shareholders present at the meeting.

When the Shareholders' meeting deliberates on a proposal to provide a guarantee to a Shareholder, actual controller or their related parties, such Shareholder or any Shareholder controlled by such actual controller shall not vote on such resolution. Such resolution shall be passed by a simple majority of the voting rights of the other Shareholders present at the meeting, unless otherwise stipulated by the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Where the Company provides guarantee for a wholly-owned subsidiary, or provides guarantee for a controlling subsidiary and other Shareholders of the controlling subsidiary provide guarantee in an equal proportion according to their interests, without prejudice to the interests of the Company, the provisions of items (a), (d) and (e) of this article may be exempted.

If the Shareholders' meeting and the Board of Directors of the Company fails to comply with the approval authority and review procedures of this article, the Shareholders or Directors have the right to raise objections to the Board of Directors or the Shareholders' meeting within 5 days after the meeting, and request the Board of Directors or the Shareholders' meeting to reconsider external guarantee matters in accordance with the corresponding procedures within 60 days. If the Board of Directors or Shareholders' meeting of the company fails to implement it within the above time limit, Shareholders or Directors have the right to bring a lawsuit directly to the people's court in their own name for the benefit of the Company.

If the Board of Directors or the Shareholders' meeting of the Company fails to comply with the provisions of this article, the responsible Directors or Shareholders shall bear joint and several liability according to law.

Shareholders' meeting includes annual general meetings and extraordinary general meetings. The annual general meeting shall be held once a year within 6 months after the end of the previous accounting year.

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

(a) the number of Directors is less than the quorum specified in the Company Law, or less than two-thirds of the number prescribed in the Articles of Association;

(b) the uncovered losses of our Company reach one-third of its total paid-in share capital;

(c) the Shareholders with 10% or more shares of the Company separately or jointly request;

(d) the Board considers it necessary;

(e) the Audit Committee proposes that such a meeting shall be held;

(f) other circumstances conferred by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Convening of Shareholders' Meetings

The Board of Directors shall convene the Shareholders' meeting on time within the prescribed time limit. The independent director shall have the right to propose to the Board to convene an extraordinary general meeting, which shall be approved by a majority of all independent directors. With respect to the proposal of the independent director requesting the convening of an extraordinary general meeting, the Board shall give written feedback on whether or not to agree to the convening of an extraordinary general meeting within 10 days after receiving the proposal, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association. If the Board agrees to convene an extraordinary general meeting, it shall issue a notice of convening the Shareholders' meeting within 5 days after making the resolution of the Board; if the Board does not agree to convene an extraordinary general meeting, it shall state the reasons and make a public announcement.

The Audit Committee proposes to the Board of Directors to convene an extraordinary general meeting, and shall submit such proposal to the Board in writing. The Board shall give written feedback on whether or not to agree to convene an extraordinary general meeting within 10 days after receiving the proposal, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association.

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

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

Shareholders who individually or collectively hold more than 10% of the shares of the Company shall submit a request to the Board of Directors to convene an extraordinary general meeting in writing. The Board of Directors shall provide written feedback on whether or not to agree to convene an extraordinary general meeting within 10 days after receiving the request, in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the provisions of the Articles of Association.

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

If the Board of Directors does not agree to convene an extraordinary general meeting, or fails to give feedback within 10 days after receiving the request, shareholders who individually or collectively hold more than 10% of the shares of the Company shall submit a request to the Audit Committee to convene an extraordinary general meeting in writing.

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

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

If there are other provisions in the laws, administrative regulations, departmental rules and relevant rules of the securities regulatory authority of the place where the Company's shares are listed, such provisions shall prevail.

Proposals and Notices of Shareholders' Meetings

The content of the proposal shall fall within the scope of power of the Shareholders' meeting, have clear topics and specific resolutions, and comply with the relevant provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

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

Shareholders who individually or collectively hold more than 1% of the shares of the Company may put forward temporary proposals and submit them to the convener in writing 10 days before the Shareholders' meeting. The convener shall, issue a supplementary notice of the Shareholders' meeting announcing the contents of the temporary proposal, within 2 days after receiving the proposal, and submit the temporary proposal to the Shareholders' meeting for consideration, but the temporary proposal violates laws, administrative regulations, other securities regulatory rules of the place where the Company's shares are listed or except for the provisions of these Articles of Association, or those that do not fall within the scope of authority of the Shareholders' meeting. If the Shareholders' meeting is postponed due to the publication of supplementary notice of the Shareholders' meeting in accordance with the provisions of the securities regulatory rules of the place where the Company's shares are listed, the convening of the Shareholders' meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the Company's shares are listed.

Except as specified in the preceding paragraph, the convener shall not modify the proposals listed in the notice of Shareholders' meeting or add new proposals after sending the notice of Shareholders' meeting.

If the proposal is not specified in the notice of Shareholders' meeting or does not comply the Articles of Association, the Shareholders' meeting shall not vote and make a resolution.

The convener shall notify each shareholder by announcement 21 days before the annual general meeting, and the extraordinary general meeting shall notify each shareholder by announcement 15 days before the meeting. The date of the meeting shall not be included in the calculation of the commencement period.

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

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

(b) the matters and proposals to be discussed at the meeting;

(c) in plain language: all shareholders have the right to attend the Shareholders' meeting, and may entrust a proxy in writing to attend the meeting and vote. Such a proxy does not need to be a shareholder of the Company;

(d) the shareholding registration date of the shareholders entitled to attend the Shareholders' meeting;

(e) name and telephone number of the permanent contact person for conference affairs;

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

(g) the interval between the record date and the meeting date shall not exceed seven working days; once the record date is confirmed, it cannot be changed;

(h) other requirements stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Holding of Shareholders' Meetings

All the shareholders who are registered as at the shareholding registration date in accordance with the securities regulatory rules of the place where the Company's shares are listed, or their proxies, shall be entitled to attend the Shareholders' meeting and exercise their voting rights in accordance with relevant laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association (unless individual shareholders are required to waive their voting rights on certain matters under the securities regulatory rules of the place where the Company's shares are listed) and speak at Shareholders' meetings.

Shareholders may attend the Shareholders' meeting in person or entrust a proxy to attend and vote on their behalf. Every shareholder, including a recognized clearing house (or its proxy) as defined in the relevant ordinances enacted in Hong Kong from time to time, may authorize its corporate representative or such person or persons as it thinks fit to act as its proxy and vote at any Shareholders' meeting and the presence of such representative at any Shareholders' meeting shall be deemed to be that such shareholders' personal presence.

Every shareholder shall be entitled to appoint a proxy who needs not necessarily be a shareholder of the company and that every shareholder being a company shall be entitled to appoint a representative to attend and vote at any Shareholders' meeting of the issuer and, where a company is so represented, it shall be treated as being present at any meeting in person. A company may execute a form of proxy under the hand of a duly authorized officer.

Individual shareholders attending the meeting in person shall present their personal identity cards or other valid certificates or documents that can verify their identity; attending the meeting shall present their valid identity cards and the proxy statements from the shareholder.

Corporate shareholders shall be represented at the meeting by the legal representative or a proxy authorized by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove its identity as the legal representative; proxies attending the meeting shall present their personal identity cards, the written proxy statement legally issued by the legal representative of the corporate shareholder (other than a recognized clearing house (or its proxy) as defined in the relevant ordinances enacted in Hong Kong from time to time).

If a shareholder is a Recognized Clearing House (or its proxy) as defined by the relevant ordinances or regulations of the place where the shares are listed (hereinafter referred to as "**Recognized Clearing House**"), such shareholder is entitled to appoint one or more persons or Company representatives as it deems fit to act on its behalf at any meeting (including but not limited to the Shareholders' meeting and the meeting of creditors); where more than one person is authorized, the letter of authorization shall specify the number and class of shares involving each person so authorized. The letter of authorization should be signed by the authorized officer of the Recognized Clearing House. Such persons so authorized shall be entitled to attend the meeting (who are not required to provide the proof of shareholding, the notarized power of attorney and/or further evidence of his duly authorization), and shall be entitled to the same statutory rights enjoyed by other shareholders, including speak at the meeting and exercise their rights on behalf of the Recognized Clearing House (or its proxy) as if they were individual shareholders of the Company.

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

(a) name of the principal, and the class and quantity of shares of the Company held thereby;

(b) name of the proxy;

(c) the specific instructions of the shareholder, including instructions on vote for, against or abstain from voting on each matter to be considered at the Shareholders' meeting;

(d) the issuing date and validity period of the power of attorney;

(e) signature (or seal) of the principal. If the principal is a legal person shareholder or a partnership shareholder, it shall be affixed with the seal of the legal person entity or signed by a legally authorized person.

The Chairman of the Board shall preside over the Shareholders' meeting. In the event of any inability or failure of the Chairman of the Board to perform his duties, a director jointly elected by a majority of the directors shall preside over the Shareholders' meeting.

A Shareholders' meeting convened by the Audit Committee shall be presided over by the convener of the Audit Committee. If the convener of the Audit Committee is unable to, or fails to perform his/her duties, one member of the Audit Committee jointly elected by a majority of the members of the Audit Committee shall preside over the meeting.

A Shareholders' meeting convened by the shareholders shall be chaired by the convener or a representative proposed by the convener(s).

When a Shareholders' meeting is held and the chairman of the meeting violates these rules of procedure which makes it difficult for the Shareholders' meeting to continue, subject to the approval of a majority of the shareholders having the voting rights who are present at the meeting, a person may be elected at the Shareholders' meeting to act as the chairman of the meeting.

Voting and Resolutions of Shareholders' Meeting

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

An ordinary resolution of a Shareholders' meeting shall be passed by over one-half of the voting rights held by the shareholders present at the Shareholders' meeting.

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

Shareholders referred to in this article include shareholders who entrust proxies to attend the Shareholders' meeting.

The following matters shall require the sanction of an ordinary resolution at a Shareholders' meeting:

(a) the working reports of the Board of the Directors;

(b) plans for distribution of profits and plans for recovery of losses proposed by the Board of the Directors;

(c) the appointment and removal of the members of the Board and their remuneration and method of payment;

(d) other matters except those required by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association to be approved by special resolution.

The following matters shall require the sanction of a special resolution at a Shareholders' meeting:

(a) the increase or decrease in registered capital of the Company;

(b) the demerger, spin-off, amalgamation, dissolution and liquidation of the Company;

(c) amendments to the Articles of Association;

(d) the purchase and disposal of material assets or provide guarantee to others by the Company within one year exceeding 30% of the Company's latest audited total assets;

(e) the equity incentive schemes;

(f) other matters required by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association to be approved by special resolutions, and which have been determined by ordinary resolutions at the Shareholders' meeting to have significant impact on the Company.

Shareholders have the right to speak and vote at Shareholders' meetings unless individual shareholders are required under the Hong Kong Listing Rules to abstain from voting in respect of individual matters. Shareholders shall exercise their voting rights based on the number of voting shares they represent. Each share is entitled to one vote, except class shareholders. When voting on a poll, a securities depository and clearing institution, as the nominal holder of shares of the Mainland and Hong Kong Stock Market Exchange Interconnect or a shareholder who is a recognized clearing house (or its proxy) as defined in the relevant ordinances enacted in Hong Kong from time to time, has two or more votes and is not required to cast all voting rights in favor, against or abstain.

When material issues affecting the interests of minority investors are considered at a Shareholders' Meeting, the votes of minority investors shall be counted separately. The separate votes counting results shall be disclosed in a timely manner to the public.

The shares which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders attending a Shareholders' Meeting.

Pursuant to the applicable laws and regulations and the Hong Kong Listing Rules, if any shareholder is required to abstain from voting on a resolution, or is restricted to voting only in favor of (or against) a resolution, the votes cast by such shareholder or its proxy in breach of such relevant provisions or restrictions shall not be counted in the total number of voting shares.

Shareholders who purchase the voting shares of the Company in violation of the provisions of Clause 1 and Clause 2 of Article 63 of the PRC Securities Law shall not exercise the voting right of the shares that exceed the prescribed ratio within 36 months after the purchase, and such number shall not be counted in the total number of voting shares represented by shareholders attending a Shareholders' Meeting.

The Board, independent directors, shareholders holding more than 1% of voting shares or investor protection agencies established in accordance with laws, administrative regulations, or requirements of the CSRC, the securities regulatory authority of the place where the Company's shares are listed, may publicly solicit voting rights from shareholders. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limit for soliciting voting rights, except for statutory conditions.

When the Shareholders' Meeting deliberates on matters related to connected transactions, connected shareholders (including shareholders with material interests in the transaction) and their close associates (as defined in the Hong Kong Listing Rules) shall not participate in the voting, and the number of voting shares they represent shall not be included in the total number of valid votes. The announcement of the resolution of the Shareholders' Meeting shall fully disclose the voting situation of non-connected shareholders.

Procedures in respect of abstaining from voting and voting by connected shareholders are as follows: for transactions subject to approval at the Shareholders' Meeting, the convener shall make a decision prior to the publication of the notice for the Shareholders' Meeting as to whether such transactions constitute connected transactions pursuant to the laws and regulations. If, based on the judgment of the convener, such transactions to be put forward at the Shareholders' Meeting constitute connected transactions, the convener shall notify the connected shareholders in writing, and disclose the information on the connected persons regarding the resolutions to be passed at the Shareholders' Meeting in the notice of the Shareholders' Meeting.

Connected shareholders shall voluntarily apply for avoidance or be subject to any request for avoidance made by other shareholders at the Shareholders' Meeting. The convener shall investigate whether the shareholders are connected shareholders according to relevant stipulations, and shall decide whether the shareholders shall avoid voting.

In the event there is any disagreement by the connected shareholders on the decisions of the convener, he/she is entitled to report the case to relevant authorities, and may also submit the matters whether there is any connected relationship and whether he/she is entitled to voting or not to the people's court for judgment provided that the exercising of the above right by relevant shareholders shall affect the normal convening of the Shareholders' Meeting.

The connected shareholder can participate to consider its own connected transactions, explain and illustrate to the Shareholders' Meeting whether such connected transactions are fair and legal as well as the reason for entering into such transactions. However, such shareholder shall have no right in participating the voting of such matters.

In these Articles, the meaning of "connected transaction" includes "connected transaction" as defined in the Hong Kong Listing Rules, "related party", "related person" includes "connected person" as defined in the Hong Kong Listing Rules, and "connected relationship" includes "connected relationship" as defined in the Hong Kong Listing Rules.

Where a proposal for cash dividends, dividend in specie or conversion from the capital reserves to share capital is passed at the Shareholders' Meeting, the Company shall implement specific plans within 2 months after the conclusion of the Shareholders' Meeting. If the specific proposal cannot be implemented within 2 months due to the requirements of laws, regulations and securities regulatory rules of the place where the Company is listed, the implementation date may be adjusted accordingly in compliance with the relevant regulations and as appropriate.

BOARD OF DIRECTORS

General Provisions on Directors

Directors of the Company are natural persons and shall possess the qualifications required by the laws, administrative regulations, departmental rules, and securities regulatory rules of the place where the Company's shares are listed. The following person shall not serve as a Director of the Company if any of the following circumstances applies:

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

(b) a person who has been sentenced to criminal punishment for corruption, bribery, embezzlement of property, misappropriation of property or disruption of the socialist market economic order; or has been deprived of political rights because of committing an offence, in each case where less than 5 years have elapsed since the expiration of the execution period; or where a probation has been declared, and has not yet elapsed two years from the date of completion of the probation period;

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

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

(e) a person who has a substantial number of debts due and outstanding and is listed as a person subject to execution for breach of trust by the People's Court;

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

(g) other contents stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed.

If a director is elected or appointed in violation of the provisions of this Article, such election, appointment or designation shall be invalid. The Company may remove any director who falls within any of the above categories in this Article during his/her term of office.

Directors shall be elected or replaced by the Shareholders' Meeting and may be removed from office by the Shareholders' Meeting prior to the expiry of their term. The term of office of Directors shall be three years, and Directors may be re-elected upon the expiry of their term. If the relevant securities regulations of the place where the Company's shares are listed provide otherwise regarding the re-election of Directors, such provisions shall prevail.

The term of office of a director commences from the date of his/her taking office till the expiry of the current session of the board of directors. A director is required to continue to perform his/her duties as a director in accordance with the laws, administrative regulations, department rules and these Articles until a re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office.

Any person appointed by the Board of Directors as a director to fill a casual vacancy on the Board of Directors or as an addition to the Board of Directors shall hold office only until the first annual shareholders' meeting following his/her appointment, and shall then be eligible for re-election.

The senior management may concurrently serve as directors, provided that the total number of directors who concurrently serve as general manager or other senior management and directors who are employee representatives shall not exceed half (1/2) of the total number of directors of the Company.

The election and appointment of the Company's Directors shall be conducted in accordance with the principles of openness, fairness, impartiality and independence. During the election process of Directors, the opinions of minority shareholders shall be fully reflected.

Board of Directors

The Company sets the Board of Directors which consists of seven Directors, including one Chairman, one employee representative Director, and three independent Directors.

The chairman shall be elected by a simple majority of votes of all directors.

The employee representative Director shall be elected by the Company's employees through the employees' congress.

The Board of Directors shall have a reasonable structure of specialties. Directors shall possess knowledge, expertise and quality necessary for performing their duties. Diversity in the composition of the Board of Directors is encouraged, including but not limited to diversity in gender, age, culture, educational background, and professional experience.

The board of directors exercises the following functions and powers:

(a) to convene Shareholders' Meetings and report on its work to the Shareholders' Meetings;

(b) to implement the resolution(s) of a Shareholders' Meeting;

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

(d) to formulate the profit distribution plans and loss recovery plans of the Company;

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

(f) to formulate plans for material acquisitions, purchase of shares of the Company or merger, division, dissolution or conversion of the corporate form of the Company;

(g) to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted wealth management, connected transactions and external donations of the Company within the scope of authorization of the Shareholders' Meeting;

(h) to determine the setup of the Company's internal management bodies;

(i) to decide on the appointment or dismissal of the Company's general manager, the Board secretary and other senior management members, and decide on their remuneration, rewards and punishments; to decide on the appointment or dismissal of the Company's deputy general manager, chief financial officer and other senior management members based on the nomination of the general manager, and decide on their remuneration, rewards and punishments;

(j) to formulate the fundamental management system of the Company;

(k) to formulate the proposal for amendment of these Articles;

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

(m) to propose to the Shareholders' Meeting to engage or replace the accounting firm that provides auditing services to the Company;

(n) to listen to the work report of the general manager of the Company and inspect his/her work;

(o) any other authorities which are granted by law, administrative regulations, departmental rules, securities regulatory rules of the place where the Company is listed or these Articles.

Matters beyond the scope authorized by the Shareholders' Meeting shall be submitted to the Shareholders' Meeting for consideration and decision.

In the event that the board of directors considers a connected transaction of the Company, if any Director or any of his/her close associates (as defined in the Hong Kong Listing Rules) has a connected relationship (including a material interest in the matter) with an enterprise or individual involved in the resolution under consideration at the Board meeting, such Director shall promptly submit a written report to the Board. The connected Director shall abstain from voting and shall not proxy for another Director to exercise voting rights. Such Board meeting may be held with the attendance of a simple majority of non-connected Directors. Resolutions of the Board meeting shall require approval by a simple majority of non-connected Directors. If the number of non-connected Directors present at the Board meeting is less than three, the Company shall submit the transaction to the Shareholders' Meeting for deliberation.

The chairman of the board of directors exercises the following functions and powers:

(a) to preside over the Shareholders' Meetings and convene and preside over the meetings of the board of directors;

(b) to supervise and inspect the implementation of the resolutions of the board of directors;

(c) to exercise any other functions and powers granted by the board of directors.

The board of directors shall convene regular board meeting at least four times each year. The meeting shall be convened by the chairman and all the directors shall be notified in writing 14 days prior to the meeting.

An interim meeting of the board of directors is required to be held upon the proposal of shareholders representing more than 1/10 voting rights, more than 1/3 of directors or Audit Committee. The chairman of the board of directors shall, within 10 days upon receipt of the proposal, convene and preside over the meeting of the board of directors.

If any Director has connection with the enterprise or individual involved in the resolution made at a Board meeting, the said Director shall report to the Board of Directors in writing in a timely manner and shall not vote on the said resolution for himself/herself or on behalf of another Director. The Board meeting may be held when more than half of the non-connected Directors attend the meeting. The resolution of the Board meeting shall be passed by more than half of the non-connected Directors. If the number of non-connected Directors attending the meetings is less than three, the issue shall be submitted to the Shareholders' Meeting for consideration. If there are any additional restrictions on

Directors' participation in and voting at Board meetings in accordance with laws and regulations and the securities regulatory rules of the place where the shares of the Company are listed, such provisions shall prevail provided that they do not violate the domestic regulatory requirements.

Directors shall attend a board meeting in person. If any director is unable to attend any board meeting for any reason, he/she may authorize in writing another director to attend on his/her behalf. The power of attorney shall set out the name of the proxy, the matters represented, scope of authorization and validity period, and shall be signed or sealed by the appointing director. The appointed director who attends the meeting shall exercise the rights of director within the scope of authorization. If a director fails to attend a board meeting in person and appoint a proxy on his behalf to attend the meeting, he/she is deemed to have waived his/her voting rights at such meeting.

Independent Directors

As members of the Board of Directors, independent directors shall owe fiduciary duties and duties of diligence to the Company and its shareholders as a whole, and shall prudently fulfill the following duties:

(a) participate in the decision-making of the Board of Directors and express clear opinions on matters discussed;

(b) supervise potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors, and senior management to protect the legitimate rights and interests of minority shareholders;

(c) provide professional and objective advice on the operations and development of the Company and promote the enhancement of the decision making level of the Board of Directors;

(d) fulfill other duties as stipulated by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

An independent director shall exercise the following special powers:

(a) independently engage intermediaries to audit, consult, or verify specific matters of the Company;

(b) propose the convening of extraordinary general meetings to the Board of Directors;

(c) propose the convening of Board meetings;

(d) publicly solicit shareholders' rights from shareholders in accordance with the law;

(e) express independent opinions on matters that may jeopardize the rights and interests of the Company or minority shareholders;

(f) exercise other powers as stipulated by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

When an independent director exercises any of the powers listed in items (a) to (c) of the preceding paragraph, such exercise shall be approved by a simple majority of all independent directors.

The Company shall disclose in a timely manner if an independent director exercises the powers listed in the first paragraph. If the aforementioned powers cannot be exercised properly, the Company shall disclose the specific circumstances and reasons thereof.

The following matters shall be submitted to the Board of Directors for consideration after being approved by a simple majority of all independent directors of the Company:

(a) connected transactions that require disclosure;

(b) plans on changes to or waivers of commitments by the Company and related parties;

(c) decisions made and measures taken by the Board of Directors of an acquired listed company in relation to the acquisition;

(d) other matters as prescribed by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Special Committees of the Board of Directors

The Board of Directors shall establish an Audit Committee, which shall exercise the powers and functions of the Board of Supervisors as prescribed by the PRC Company Law. The members of the Audit Committee shall be elected and replaced by the Board of Directors, with a term of office of three years, and may be re-elected upon expiry of their term.

The Audit Committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audits and internal controls. The following matters shall be submitted to the board of directors for deliberation only after obtaining the approval of a simple majority of all members of the Audit Committee:

(a) disclosure of financial information in financial accounting reports and regular reports and internal control evaluation reports;

(b) appointment or dismissal of accounting firms engaged for the audit business of the company;

(c) appointment or dismissal of the chief financial officer of the company;

(d) Changes in accounting policies, accounting estimates, or corrections of major accounting errors due to reasons other than changes in accounting standards;

(e) Other matters stipulated by laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed.

The Board of the Company shall establish special committees such as the Strategy and ESG Committee, the Nomination Committee, the Remuneration and Appraisal Committee, etc. Each special committee shall be accountable to the Board and perform the duties prescribed by the Articles of Association and the Board. Any proposals shall be submitted to the Board for consideration and approval. All members of each special committee shall be Directors, among which, the majority of the members of the Nomination Committee and the Remuneration and Appraisal committee shall be independent Directors who also convene the meetings of such committees.

SENIOR MANAGEMENT

The Company shall have one general manager, several deputy general managers, appointed or removed by the decision of the Board.

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

(a) to lead the Company's production, operation and management and organize resources to carry out the Board's resolutions and report his/her works to the Board;

(b) to organize the implementation of the Company's annual business plan and investment plan;

(c) to draft plans for the establishment of the Company's internal management structure;

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

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

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

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

(h) to exercise other duties and powers conferred by securities regulatory rules of places where the Company's shares are listed, the Articles of Association or the Board.

A general manager may attend Board meetings.

Deputy general managers and chief financial officer are nominated by the general manager and appointed or dismissed by the Board. In the working rules of the general manager, the Company shall stipulate the appointment and dismissal procedures of deputy general managers and chief financial officer, their relationship with the general manager, as well as the powers and responsibilities of the above-mentioned senior management members.

The Company has a Board secretary who is responsible for matters such as preparing the Company's Shareholders' meetings and Board meetings, safekeeping documents, managing the information of the Company's Shareholders and handling information disclosures.

The Board secretary shall comply with the relevant provisions of laws, administrative regulations, departmental rules, securities regulatory rules of places where the Company's shares are listed and the Articles of Association.

FINANCIAL AND ACCOUNTING SYSTEM

The Company shall formulate its financial accounting system in accordance with the provisions of laws, administrative regulations and the competent national authorities as well as securities regulatory rules of places where the Company's shares are listed.

Disclosure of A Share Regular Reports: The Company shall report and disclose its annual reports to the CSRC and the Shanghai Stock Exchange within 4 months from the ending date of each fiscal year, and report and disclose its interim reports to the delegated authority of the CSRC and the Shanghai Stock Exchange within two months from the ending date of the first half of each fiscal year.

Disclosure of H Share Regular Reports: Regular reports on the Company's H Shares include annual reports and interim reports. The Company shall disclose a preliminary announcement on the annual results within three months from the ending date of each fiscal year, and complete and disclose the annual report within four months from the ending date of each fiscal year and at least 21 days before the date of the annual Shareholders' general meeting.

The Company shall disclose a preliminary announcement on the interim results within two months from the ending date of the first six months of each fiscal year, and complete and disclose the interim report within three months from the ending date of the first 6 months of each fiscal year.

The aforesaid annual results, interim reports, interim results and interim reports are prepared in accordance with the relevant laws, administrative regulations and regulations of the securities regulatory authorities in the places where the shares of the Company are listed.

The Company shall not establish accounts books other than those provided by law. Any assets of the Company shall not be kept under any account opened in the name of any individual.

When distributing after-tax profits of the year, the Company shall allocate 10% of its after-tax profits for the Company's statutory reserve fund. When the aggregate balance in the statutory reserve fund has reached 50% or more of the Company's registered capital, the Company needs not to make any further allocations to that fund.

Where the Company's statutory reserve fund is not enough to make up losses of the Company for the preceding year, the current year's profits shall be applied firstly to make up the losses before being allocated to the statutory reserve in accordance with the preceding provision.

Subject to a resolution passed at a Shareholders' meeting, after allocation has been made to the Company's statutory reserve fund from its after-tax profits, the Company may set aside funds for the discretionary reserve fund from its after-tax profits.

Except for those not distributed in proportion as prescribed in the Articles of Association, the remaining after-tax profit, after recovery of losses and appropriation of reserve funds, shall be distributed in proportion to the number of shares held by the Shareholders.

If the Shareholders' meeting distributes profits to Shareholders in violation of the Company Law, Shareholders shall refund to the Company the profits distributed in violation of the provisions; if losses are caused to the Company, the Shareholders and the responsible Directors and senior management members shall be liable for compensation.

No profit shall be distributed in respect of the shares of the Company which are held by the Company.

The Company shall appoint one or more receiving agents in Hong Kong for H Shareholders. The receiving agent shall receive and safekeep the dividends and other amounts payable by the Company in respect of the H shares on behalf of the H Shareholders concerned, pending payment to such H Shareholders. The receiving agent appointed by the Company shall comply with the requirements of laws and regulations and the securities regulatory rules of the place where the Company's shares are listed.

INTERNAL AUDIT

The Company maintains an internal audit system, which specifies the leadership system, duties and responsibilities, staffing, financial assurance, application of audit results and accountability for internal audit work.

The internal audit system shall be implemented upon the approval of the Board and disclosed to the public.

APPOINTMENT OF AN ACCOUNTING FIRM

The Company shall appoint such accounting firm which has complied with laws, administrative regulations and securities regulatory rules of the places where the shares of the Company are listed for carrying out the audit for the accounting statements, net asset verification, and other relevant consultancy services. The term of appointment shall be one year and can be re-appointed.

The engagement and dismissal of an accounting firm by the Company shall be submitted to the Board for consideration after approval by a majority of all members of the Audit Committee, and determined at the Shareholders' meeting, and the Board shall not engage an accounting firm before any decision is made at the Shareholders' meeting.

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

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

In the event of termination of the appointment or non-renewal of appointment of an accounting firm, the Company shall notify the accounting firm 15 days in advance; when the Shareholders cast their votes at the Shareholders' meeting on termination of appointment of an accounting firm, the accounting firm shall be allowed to make its representation thereat.

An accounting firm proposing to resign shall state its opinions in the Shareholders' meeting whether the Company has committed any improper act.

MERGER, DIVISION, CAPITAL INCREASE AND CAPITAL REDUCTION

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

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

If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement, and shall prepare a balance sheet and a property list. The Company shall notify its creditors within 10 days as of the date of the resolution for the merger and shall publish an announcement on the Suzhou Daily or the National Enterprise Credit Information Publicity System within 30 days as of the date of such resolution.

A creditor may within 30 days as of the receipt of the notice or, in case where he/she fails to receive such notice within 45 days of the date of the announcement, to demand the Company to repay its debts or provide guarantees for such debts.

Where the securities regulatory rules at the place where the shares of the Company are listed have separate provisions, such provisions shall also be complied by the parties.

When the Company is merged, the claims and debts of each party to the merger shall be succeeded by the company surviving the merger or the new company established subsequent to the merger.

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

Where there is a division of the Company, a balance sheet and property list shall be prepared. The Company shall notify its creditors within 10 days as of the date of the resolution for the division and shall publish an announcement on the Suzhou Daily or the National Enterprise Credit Information Publicity System within 30 days as of the date of such resolution. Where the securities regulatory rules at the place where the shares of the Company are listed have separate provisions, such provisions shall also be complied by the parties.

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

Where the Company reduces its registered capital, it shall prepare a balance sheet and property list.

The Company shall notify its creditors within 10 days as of the date of the resolution made by the Shareholders' meeting for the reduction of its registered capital and shall publish an announcement on the Suzhou Daily or the National Enterprise Credit Information Publicity System within 30 days as of the date of such resolution. A creditor may within 30 days as of the receipt of the notice or, in case where he/she fails to receive such notice within 45 days of the date of the announcement, to demand the Company to repay its debts or provide guarantees for such debts. Where the securities regulatory rules at the place where the shares of the Company are listed have separate provisions, the relevant provisions shall also be complied by the parties.

If the Company reduces its registered capital, it shall reduce the amount of capital contribution or shares in accordance with the proportion of capital contributed or shares held by Shareholders, unless otherwise provided by law or otherwise provided in the Articles of Association.

In the event of a merger or division of the Company, if there is a change in the registration items, the Company shall go through the change registration with the company registration authority in accordance with the law; if the Company is dissolved, it shall go through the deregistration procedures of the Company in accordance with the law; if a new company is established, the company establishment registration shall be completed in accordance with the law.

If the Company increases or reduces its registered capital, it shall go through the change registration with the company registration authority in accordance with the law.

DISSOLUTION AND LIQUIDATION

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

(a) expiry of the term of business provided in the Articles of Association or other cause of dissolution as specified therein;

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

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

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

(e) the Company suffers significant hardships in operation and management, and its continued existence would cause significant losses to Shareholders' interests, and such issues cannot be resolved through other means, Shareholders representing 10% or above of the total voting rights of the Company may plead the people's court to dissolve the Company.

In the event that the Company has the dissolution causes as prescribed in the preceding paragraph, it is obligated to disclose the causes of dissolution through the National Enterprise Credit Information Publicity System within 10 days.

Where the Company is dissolved pursuant to Items (a), (b), (d) and (e) of Article 197 of the Articles of Association, it shall be liquidated. The Directors are the liquidation obligators of the Company and shall establish a liquidation committee within 15 days as of the dissolution circumstance arises, and the liquidation shall be thereby started.

The liquidation committee shall be composed of Directors, unless otherwise stipulated in the Articles of Association or otherwise elected by the resolution of the Shareholders' meeting.

If a liquidation obligator fails to fulfill its liquidation obligations in a timely manner and causes losses to the Company or its creditors, it shall be liable for compensation.

The liquidation committee shall exercise the following functions and powers during the period of liquidation:

(a) to categorize the Company's assets and prepare a balance sheet and an inventory of assets respectively;

(b) to notify the creditors or to publish public announcements;

(c) to dispose of and liquidate any unfinished businesses of the Company;

(d) to pay all outstanding taxes and any tax that arises during the liquidation process;

(e) to settle claims and debts;

(f) to deal with the residual assets remaining after repayment by the Company of its debts;

(g) to represent the Company in any civil proceedings.

The liquidation committee shall notify the creditors within 10 days since its establishment and shall publish an announcement on the Suzhou Daily or the National Enterprise Credit Information Publicity System within 60 days. A creditor may within 30 days as of the receipt of the notice or, in case where he/she fails to receive such notice within 45 days of the date of the announcement, to declare their claims to the liquidation committee. Where the securities regulatory rules at the place where the shares of the Company are listed have separate provisions, the relevant provisions shall also be complied by the parties.

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

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

After clearing the assets of the Company and preparing a balance sheet and property list, the liquidation committee shall formulate a liquidation plan for the confirmation of the Shareholders' meeting or the people's court.

The remaining assets of the Company, after the payment for liquidation expenses, wages, social insurance premiums and statutory compensation of staffs and paying the taxes owed, settling the Company's debts, shall be distributed by the Company to Shareholders in proportion to their shareholdings.

During the liquidation period, the Company shall continue to exist but shall not carry out any business activities unrelated to liquidation.

The properties of the Company shall not be distributed to the Shareholders until the settlement of debts in accordance with the preceding provisions.

If the liquidation committee, after clearing the assets of the Company and preparing a balance sheet and property list, finds that the assets of the Company are insufficient to pay off its debts, it shall immediately file an application to the people's court for insolvency and liquidation.

After the people's court accepts the bankruptcy application, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by the people's court.

Upon completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report and submit the report at the Shareholders' meeting or the people's court for confirmation, and submit the report to the company registration authority to apply for de-registration of the Company.

Members of the liquidation committee shall perform their obligations of liquidation and bear duties of loyalty and diligence.

Members of the liquidation committee shall bear the liability for damages suffered by the Company due to their negligence to perform the obligations of liquidation; members of the liquidation committee shall bear the liability for damages suffered by creditors due to their intentional or grossly negligent conducts.

Where the Company is declared bankruptcy in accordance with law, it shall implement bankruptcy liquidation in accordance with the relevant laws relating to bankruptcy of enterprise.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

(a) after amendments are made to the Company Law or other relevant laws, administrative regulations and securities regulatory rules at the place where the shares of the Company are listed, the matters stipulated in the Articles of Association are in conflict with the provisions of the revised laws, administrative regulations and securities regulatory rules at the place where the shares of the Company are listed;

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

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

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

The Board shall amend the Articles of Association in accordance with the resolution of the Shareholders' meeting on amendment to the Articles of Association and the examination and review comments from relevant authorities.

The amendment of the Articles of Association is considered information that is required to be disclosed according to the law and regulations, and shall be publicly announced in accordance with the stipulations.