SHARES

Issuance of Shares

The capital of the Company shall be divided into shares. All the shares of the Company shall be in the form of shares with par value in accordance with the Articles of Association, which shall have a par value of RMB0.1 per share.

The issuance of the shares of the Company shall follow the principles of openness, fairness and justice, and each share in the same class shall have the same rights

For the same class of share issued at the same time, each share shall be issued on the same conditions and at the same price. Any share subscribed by any subscriber shall pay the same price for each share.

Unlisted domestic shares and overseas listed foreign shares issued by the Company shall rank pari passu in respect of any distribution by way of dividend (including distributions in cash and in kind) or any distributions in any other forms. No powers shall be exercised to freeze or otherwise impair any of the rights attached to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.

After being filed with the CSRC and approved by the Hong Kong Stock Exchange, all or part of the Company's unlisted domestic shares may be converted into overseas **[REDACTED]** shares, and the overseas **[REDACTED]** shares so converted may be **[REDACTED]** and **[REDACTED]** on an overseas stock exchange. The **[REDACTED]** and **[REDACTED]** of such converted shares on the overseas stock exchange shall also be subject to the regulatory procedures, regulations and requirements of the overseas stock market.

INCREASE, REDUCTION AND REPURCHASE OF SHARE

The Company may increase registered capital based on the needs of operation and development and in accordance with the requirements of laws, regulations, and the securities regulatory rules of the place where the shares of the Company are **[REDACTED]** and subject to resolution adopted by the shareholders' meeting, by any of the following ways:

(I) **[REDACTED]** of shares;

(II) non-**[REDACTED]** of shares;

(III) distribution of bonus shares to existing shareholders;

(IV) conversion of the reserve into share capital;

(V) other means as required by laws, and administrative regulations, and as approved by relevant regulatory authorities.

The Board of Directors may be authorized by the shareholders' meeting to decide, within three years, on the issuance of shares not exceeding 50% of the issued shares. However, any contribution made in the form of non-monetary assets shall be subject to resolution at the shareholders' meeting.

If the shareholders' meeting authorizes the Board of Directors to decide on the issuance of new shares, the relevant resolution of the Board of Directors shall be adopted by more than two-thirds of all the Directors.

The Company may reduce its registered capital. Any reduction of the Company's registered capital shall be subject to the procedures prescribed in the Company Law and other relevant regulations, as well as the Articles of Association.

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

(I) reducing the registered capital of the Company;

(II) merging with other companies holding shares in the Company;

(III) using shares for employee stock ownership plans or as equity incentives;

(IV) any requests for the Company to repurchase shares from the shareholders who object to the resolutions adopted at a shareholders' meeting to merge or divide the Company;

(V) using of shares for conversion of corporate bonds issued by the Company, which are convertible into shares;

(VI) where it is necessary for the Company to preserve its value and shareholders' rights and interests;

(VII) other circumstances as permitted by the securities regulatory rules of the place where the shares of the Company are **[REDACTED]**.

The Company may, subject to the applicable securities regulatory rules of the place where the shares of the Company are **[REDACTED]**, repurchase its shares through public and centralized transactions or other ways as permitted by laws, regulations, the Hong Kong Listing Rules and relevant regulatory authorities.

The Company's repurchasing its own shares under any of the circumstances set forth in items (I) and (II) of the first paragraph of this article shall be subject to a resolution of the shareholders' meeting, and the Company repurchasing its own shares under any of the circumstances set forth in items (III), (V) and (VI) of the first paragraph of this article may be subject to a resolution of a meeting of the Board of Directors at which more than two-thirds of the directors are present, in accordance with the Articles of Association or the authorization of the shareholders' meeting.

Under the circumstance stipulated in item (I), subject to the applicable securities regulatory rules of the place where the shares of the Company are **[REDACTED]**, the shares of the Company so repurchased shall be canceled within ten days from the date of repurchase; under the circumstances specified in either item (II) or item (IV), the shares of the Company so repurchased shall be transferred or canceled within six months; under the circumstances stipulated in item (III), (V) or (VI), the total number of its own shares held by the Company shall not exceed 10% of the total number of issued shares of the Company, and shall be transferred or canceled within three years.

Transfer of Shares

The shares of the Company may be transferred according to laws.

All the transfer of H shares shall be transferred by way of a written instrument of transfer in an ordinary or general format, or any other format acceptable to the Board of Directors (including the standard transfer format or form of transfer as prescribed from time to time by the Hong Kong Stock Exchange). The written instruments of transfer may be signed only by hand or (where the transferor or transferee is a company) by the Company's seal. If the transferor or transferee is a recognized clearing house (or its agent) as defined in the relevant ordinances in force from time to time in accordance with Hong Kong laws, the written instruments of transfer may be signed by hand or in a machine- printed form. All the instruments of transfer shall be kept at the legal address of the Company or such an address as the Board of Directors may specify from time to time.

Shareholders holding unlisted domestic shares shall notify the Company in writing of the transferee, quantity, price, payment method and term of the share transfer 30 days prior to the transfer of unlisted domestic shares. Shareholders shall not transfer their shares to the following entities (except where the Company issues a written waiver under the circumstance set forth in item (II)):

(I) entities that have been determined by the securities regulatory authorities, stock exchanges, or other regulatory authorities, either in writing or orally, to have committed illegal acts, or whose holding of the Company's equity interests would violate relevant laws and regulations or the provisions of the aforementioned regulatory authorities, thereby affecting the Company's **[REDACTED]** review;

(II) entities that have actual or potential competitive or substitutable relationships with the Company's principal business or future business development direction. The specific list of such entities shall be maintained and updated from time to time by the Company.

Register of Members

The Company shall maintain a register of members based on the certificates provided by the securities registration agency. The register of members shall be sufficient evidence proving the holding of the shares of the Company by a shareholder. The original register of members of H shares shall be kept in Hong Kong and made available for inspection by shareholders, but the

Company may temporarily close the register of member in accordance with the applicable laws and regulations and the securities regulatory rules of the place where the shares of the Company are **[REDACTED]**, such as terms equivalent to section 632 of the Companies Ordinance. If there are special provisions in the applicable laws, administrative regulations, departmental rules, normative documents, and the securities regulatory rules of the place where the shares of the Company are **[REDACTED]** regarding the closure of the register of members, such provisions shall prevail.

When the Company convenes a shareholders' meeting, distributes dividends, undergoes liquidation or engages in other activities requiring confirmation of shareholders' identities, the Board of Directors or the convener of the shareholders' meeting shall decide the record date and the shareholders whose names appear on the register after the close of **[REDACTED]** on the record date shall be the shareholders enjoying relevant rights and interests.

SHAREHOLDERS AND SHAREHOLDERS' MEETINGS

Rights and Obligations of Shareholders

Shareholders of the Company shall enjoy the following rights:

(I) to receive dividends and other distributions in proportion to the number of shares held by them;

(II) to request, convene, preside over, attend or appoint a proxy to attend shareholders' meetings and exercise the corresponding voting right in accordance with laws;

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

(IV) to transfer, donate or pledge shares held by them in accordance with laws, administrative regulations, and provisions of the Articles of Association;

(V) to inspect and duplicate the Articles of Association, the register of members, minutes of shareholders' meetings, resolutions of the meetings of the Board of Directors, and financial and accounting reports. Shareholders who meet the requirements may inspect the Company's accounting books and vouchers;

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

(VII) to demand the Company to acquire their shares for the shareholders who object to the Company's resolution on merger or division made by the shareholders' meetings;

(VIII) the shareholders who individually or collectively hold more than 3% shares of the Company for over 180 consecutive days may inspect the Company's accounting books and vouchers in accordance with laws;

(IX) other rights conferred by laws, administrative regulations, departmental rules and the Articles of Association.

The obligations of shareholders are as follows:

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

(II) to pay for the shares according to the shares subscribed for and the manners in which they became shareholder;

(III) not to withdraw their paid share capital unless prescribed otherwise in laws and administrative regulations;

(IV) not to abuse shareholders' rights to infringe upon the interests of the Company or other shareholders; not to abuse the Company's status as an independent legal entity or the limited liability of shareholders to damage the interests of the Company's creditors;

(V) to perform other duties prescribed in laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are **[REDACTED]** and the Articles of Association.

Any shareholder who abuses shareholders' rights and causes the Company or other shareholders to suffer a loss shall be liable for making compensation in accordance with laws. Any shareholder who abuses the status of the Company as an independent legal entity or the limited liability of shareholders to evade debts and seriously damages the interests of the Company's creditors shall assume joint and several liability for the Company's debts.

Controlling shareholders and de facto controllers of the Company shall comply with the following provisions:

(I) to exercise their rights as shareholders in accordance with laws and not abuse their control or use their related relationships to prejudice the legitimate interests of the Company or other shareholders;

(II) to strictly implement the public statements and undertakings made and shall not change or waive them;

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

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

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

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

(VII) not to prejudice the legitimate rights and interests of the Company and other shareholders through unfair related transactions, profit distribution, asset restructuring, foreign investment or any other means;

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

(IX) other provisions of laws, administrative regulations, the CSRC, the rules of the stock exchange and the Articles of Association

Proxies

Shareholders may attend the shareholders' meeting in person, or appoint proxies to attend, speak and vote on their behalf. A proxy need not be a shareholder of the Company.

Individual shareholders attending the meeting in person shall produce their own identity cards or other valid proof or certification capable of confirming their identity. Proxies appointed to attend the meeting shall produce their own valid identity document and the power of attorney from the shareholders.

Corporate shareholders shall attend the meeting by its legal representative or proxies appointed by the legal representative. Legal representatives attending the meeting shall produce their own identity cards or valid documents evidencing their capacity as legal representatives. Proxies appointed to attend the meeting shall produce their own identity cards or the written power of attorney legally issued by the corporate shareholder's legal representative.

The power of attorney issued by the shareholder to appoint the proxy to attend the shareholders' meeting shall include the following contents:

(I) name of the proxy;

(II) whether the proxy has voting rights;

(III) indication of consent, objection or abstention concerning each matter to be considered on the agenda of the shareholders' meeting;

(IV) the date of issue and validity period of the power of attorney;

(V) signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the legal entity shall be affixed.

The power of attorney shall indicate whether the proxy can vote according to his/her own opinions or not if the shareholder does not make specific instructions.

If the power of attorney for voting by proxy is signed by the authorized person of the principal, the power of attorney for signing or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents shall, together with the power of attorney for voting, be kept at the Company's domicile or at such other place as specified in the notice of the meeting.

Powers of the Shareholders' Meeting and Matters to be Determined

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

(I) to elect and replace directors who are not employee representatives, and to decide on matters relating to the remuneration of directors;

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

(III) to consider and approve the Company's profit distribution plans and loss recovery plans;

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

(V) to resolve on the issue of securities of the Company;

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

(VII) to amend the Articles of Association;

(VIII) to resolve on the appointment and dismissal of the accounting firm that undertakes the auditing activities of the Company;

(IX) to consider and approve the guarantee matters stipulated in the Articles of Association;

(X) to consider the purchase or disposal of material assets within one year with an amount exceeding 30% of the latest audited total assets of the Company;

(XI) to consider and approve the change in use of **[REDACTED]**;

(XII) to consider equity incentive schemes and employee share ownership schemes;

(XIII) to consider other matters to be decided by the shareholders' meeting as required by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are **[REDACTED]** or the Articles of Association.

The shareholders' meeting may authorize the Board of Directors to make a resolution on the issuance of bonds of the Company.

The following external guarantees made by the Company shall be subject to consideration and approval by the shareholders' meeting:

(I) any guarantee to be provided after the total amount of external guarantees provided by the Company and its majority-owned subsidiaries has exceeded 50% of its latest audited net assets;

(II) any guarantee to be provided after the total amount of external guarantees provided by the Company has exceeded 30% of its latest audited total assets;

(III) the amount of guarantees provided by the Company within one year exceeds 30% of its latest audited total assets;

(IV) any guarantee provided to any guaranteed party with assets-liabilities ratio exceeding 70%;

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

(VI) any guarantees to be provided to shareholders, de facto controllers and their related parties.

When any matters pertaining to connected transactions are considered at a shareholders' meeting, the connected shareholders shall abstain from voting, and the shares with voting rights held by them shall not be counted in the total number of valid votes; the announcement of the resolution of the shareholders' meeting shall fully disclose the voting status of non-connected shareholders.

Shareholders (including proxies) may exercise their voting rights according to the number of voting shares that they represent. Each share shall carry one voting right, unless otherwise provided by laws, administrative regulations, departmental rules, normative documents, and the securities regulatory rules of the place where the shares of the Company are **[REDACTED]**.

When material issues affecting the interests of minority shareholders are considered at a shareholders' meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner in accordance with relevant laws, regulations, and the securities regulatory rules of the place where the shares of the Company are **[REDACTED]**.

The shares which 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.

Resolutions of the shareholders' meeting include ordinary resolutions and special resolutions. Ordinary resolution at a shareholders' meeting shall be passed by more than half of the voting shares held by shareholders (including their proxies) attending the shareholders' meeting. Special resolution at a shareholders' meeting shall be passed by more than two-thirds of the voting rights held by shareholders (including their proxies) attending the shareholders' meeting.

The following matters shall be resolved by an ordinary resolution at a shareholders' meeting:

(I) work reports of the Board of Directors and the Audit Committee;

(II) profit distribution plans and loss recovery plans formulated by the Board of Directors;

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

(IV) matters other than those required to be adopted by special resolution as required by laws and administrative regulations and the Articles of Association.

The following matters shall be resolved by a special resolution at a shareholders' meeting:

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

(II) the division, spin-off, merger, dissolution and liquidation or change in the form of the Company;

(III) the amendments to the Articles of Association;

(IV) the acquisition or disposal of major assets or external guarantees within one year with the amount exceeding 30% of the Company's latest audited total assets;

(V) equity incentive schemes;

(VI) other matters as required by laws, administrative regulations or the Articles of Association, and other matters considered by the shareholders' meeting, by way of an ordinary resolution, to have a material impact on the Company and shall be adopted by a special resolution.

If the issued share capital of the Company consists of different classes of shares, matters such as the amendments to the Articles of Association, increase or reduction of registered capital, as well as merger, division, dissolution or changes in the organizational form of the Company, which may affect the rights of the class shareholders, in addition to being approved by a special resolution of the shareholders' meeting in accordance with the provisions of this Article, shall be approved by more than two-thirds of the voting rights held by the shareholders present at the class shareholders' meeting.

Convening, Proposals and Notices of Shareholders' Meetings

The shareholders' meeting shall be convened by the Board of Directors. Subject to the consent of more than half of all the independent directors, an independent director has the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting. In respect to the proposal by the independent director for convening an extraordinary shareholders' meeting, the Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to such proposal for convening an extraordinary shareholders' meeting within ten days upon receipt of such proposal. In the event that the Board of Directors agrees to convene an extraordinary shareholders' meeting, a notice for convening such meeting shall be given within five days after the Board resolution is passed. In the event that the Board of Directors disagrees to convene an extraordinary shareholders' meeting, an explanation shall be given and an announcement shall be made.

The Audit Committee has the right to propose the Board of Directors to convene an extraordinary shareholders' meeting and shall submit to the Board of Directors a written proposal with complete agenda and content. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, furnish a written reply stating its agreement or disagreement to such proposal for convening an extraordinary shareholders' meeting within ten days upon receipt of such proposal. In the event that the Board of Directors agrees to convene an extraordinary shareholders' meeting, a notice for convening such meeting shall be given within five days after the relevant Board resolution is passed and consent of the Audit Committee shall be obtained in case of any changes to the original proposal in the notice. In the event that the Board of Directors disagrees to convene an extraordinary shareholders' meeting or does not furnish any written reply within ten days after having received such proposal, the Board of Directors is deemed to be unable or fails to perform the duty of convening a shareholders' meeting, in which case the Audit Committee has the right to convene and preside over such meeting by itself.

Under a one-person, one-vote basis, any shareholder(s) individually or jointly holding 10% or more of the shares (excluding treasury shares, if any) of the Company is/are entitled to request in writing the Board of Directors to convene an extraordinary shareholders' meeting. The Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, furnish a written reply to such shareholder(s) stating its agreement or disagreement to the convening of the extraordinary shareholders' meeting within ten days after having received such requisition.

In the event that the Board of Directors agrees to convene an extraordinary shareholders' meeting, a notice for convening such a meeting shall be given within five days after the relevant Board resolution is passed and consent of the relevant shareholder(s) shall be obtained in case of any changes to the original requisition in the notice.

In the event that the Board of Directors disagrees to convene an extraordinary shareholders' meeting or does not furnish any reply within ten days after having received such requisition, shareholder(s) individually or jointly holding more than 10% of the shares of the Company may propose in writing the Audit Committee to convene the extraordinary shareholders' meeting.

In the event that the Audit Committee agrees to convene an extraordinary shareholders' meeting, a notice for convening such a meeting shall be given within five days after having received such requisition and consent of the relevant shareholder(s) shall be obtained in case of any changes to the original requisition in the notice.

In the event that the Audit Committee fails to serve any notice of an extraordinary shareholders' meeting within the prescribed period, the Audit Committee is deemed not to convene and preside over such meeting, in which case the shareholder(s) individually or jointly holding more than 10% of the shares of the Company for more than 90 consecutive days may convene and preside over such a meeting by himself/themselves.

If the Audit Committee or shareholders decide to convene the shareholders' meeting by themselves, the Board of Directors shall be informed in writing. The shareholding of the convening shareholders shall not be less than 10% before making an announcement of the resolutions of the shareholders' meeting.

As to the shareholders' meeting convened by the Audit Committee or shareholders by themselves, the Board of Directors and secretary to the Board of Directors shall be cooperative. The Board of Directors shall provide the register of members as at the record date.

Shareholders' meetings shall be divided into annual shareholders' meetings and extraordinary shareholders' meetings. Annual shareholders' meetings are held once a year and within six months from the end of the preceding accounting year.

The Company shall convene an extraordinary shareholders' meeting within two months after the occurrence of any one of the following circumstances:

(I) where the number of directors is less than the number stipulated in the Company Law or two-thirds of the number required by the Articles of Association;

(II) where the unrecovered losses of the Company amount to one-third of its total share capital;

(III) when shareholders who individually or jointly hold 10% or more of the Company's shares request to do so;

(IV) where the Board of Directors considers it necessary;

(V) where the Audit Committee proposes to call for such a meeting;

(VI) other circumstances stipulated by laws, administrative regulations, department rules, the Hong Kong Listing Rules and the Articles of Association.

When the Company convenes an annual shareholders' meeting, the convener shall inform each shareholder 20 days before annual shareholders' meeting is convened. When the Company convenes an extraordinary shareholders' meeting, the convener shall inform each shareholder 15 days before the meeting is convened.

The content of the proposals shall be within the scope of the terms of reference for the shareholders' meeting, have clear subjects and specific resolutions, and shall comply with the relevant requirements of laws, administrative regulations and the Articles of Association.

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

Shareholder(s) individually or jointly holding more than 1% of the shares of the Company may propose provisional proposals and submit the same in writing to the Board of Directors ten days before the shareholders' meeting is convened. The Board of Directors shall serve a supplemental notice of the shareholders' meeting within two days after receipt of the proposals to announce the contents of the provisional proposals, and shall submit the provisional proposals to the shareholders' meeting for consideration. However, this does not apply if the provisional proposals are in violation of laws, administrative regulations or the provisions of the Articles of Association, or if they do not fall within the terms of reference of the shareholders' meeting.

Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of the shareholders' meeting or add any new proposal after the said notice is served.

The shareholders' meeting shall not vote or make resolutions on proposals not listed in the shareholders' meeting notice or proposals that do not satisfy the relevant provisions of the Articles of Association.

A notice of the shareholders' meeting shall include:

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

(II) the matters and proposals to be put forward for consideration at the meeting;

(III) a conspicuous statement that all ordinary shareholders (including preference shareholders with restored voting rights) are entitled to attend the shareholders' meeting, and the shareholder may appoint proxy(ies) in writing to attend and vote, and that such proxy(ies) need not be a shareholder of the Company;

(IV) the record date for determining the shareholders who are entitled to attend the shareholders' meeting;

(V) names and telephone numbers of the standing contact persons who handle the meeting affairs;

(VI) online or other voting time and voting procedure.

The Company permits hybrid shareholders' meetings, where shareholders may attend virtually with the use of technology. The Company may also allow shareholders to vote via the Internet or through other electronic means. The Company shall fully and completely disclose the specific contents of all proposals in the notice of the shareholders' meeting and any supplementary notice.

The commencing time of voting by on-line or other means shall neither be earlier than 3:00 p.m. of the day before the on-site shareholders' meeting to be convened, nor later than 9:30 a.m. of the day on which the on-site shareholders' meeting is convened; and the ending time shall not be earlier than 3:00 p.m. of the day on which the on-site shareholders' meeting ends. The period between the record date and the date of the meeting shall not be longer than seven working days. Once the record date is fixed, it cannot be altered.

DIRECTORS AND SENIOR MANAGEMENT

Appointment, Removal and Retirement

Directors shall be elected or replaced at a shareholders' meeting, and may be removed from their office by the shareholders' meeting prior to the expiration of their term of office. A director shall serve a term of three years, and may serve a consecutive term if re-elected upon expiration of their term of office. The Board of Directors has the right to appoint any person to fill a casual vacancy on or as an addition to the Board of Directors as a director, any person appointed by the Board of Directors to fill a casual vacancy on or as an addition to Board of Directors shall hold office only until the first annual general meeting of the issuer after his/her appointment, and shall then be eligible for re-election.

The Company shall be liable for any damage caused to others by its directors in the course of performing duties for the Company; the directors shall be personally liable for any damage caused by their willful actions or gross negligence. A director shall be personally liable for any loss suffered by the Company as a result of a violation by him of any laws, administrative regulations, departmental rules or the Articles of Association in the course of performing his/her duties.

The directors shall abide by laws, administrative regulations and the provisions of the Articles of Association, and bear duties of loyalty to the Company, take measures to avoid any conflict of interest with the Company, and shall not accept any undue benefits by taking advantage of their powers and positions.

The directors have the following duties of loyalty to the Company:

(I) not to encroach upon the properties of the Company and not to misappropriate corporate funds;

(II) not to deposit any of the Company's assets or capital in an account opened in their own names or in others' names;

(III) not to abuse their powers to accept bribes or other illegal income;

(IV) not to directly or indirectly enter into contracts or conduct transactions with the Company without reporting to the Board of Directors or the shareholders' meetings and obtaining the approval of the Board of Directors or the shareholders' meetings in accordance with the provisions of the Articles of Association;

(V) not to take the advantages provided by their own positions to pursue business opportunities that belong to the Company, except when such business opportunities are reported to the Board of Directors or the shareholders' meeting and approved by a resolution of the shareholders' meeting, or when the Company is not allowed to take advantage of such business opportunities in accordance with laws, administrative regulations or the provisions of the Articles of Association;

(VI) not to engage in the same business as the Company either for their own account or for the account of any other person without reporting to the Board of Directors or the shareholders' meeting and obtaining approval of resolution from the shareholders' meeting;

(VII) not to accept commissions paid by others for transactions conducted with the Company as their own benefits;

(VIII) not to disclose confidential information of the Company without authorization;

(IX) not to use their connected relationships to damage the Company's interests;

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

The income obtained by the director in violation of the provisions above shall belong to the Company; if losses are caused to the Company, it shall be liable for compensation.

The directors shall comply with laws, administrative regulations and the Articles of Association and shall bear duties of diligence to the Company, and shall fulfill their obligations with reasonable care generally due to managers in the best interests of the Company. The provisions of item (IV) of the second paragraph of this article shall apply to the entering into of contracts or transactions with the Company by close relatives of directors or senior management, enterprises directly or indirectly controlled by the directors or senior management or their close relatives, and associates who have other related relationships with the directors or senior management.

The provisions regarding the directors' duties of loyalty of shall also apply to senior management.

Directors shall have the following duties of diligence to the Company:

(I) to exercise prudently, earnestly and diligently the rights granted by the Company to ensure that the Company conducts its commercial activities are in compliance with laws, administrative regulations and the requirements of economic policies of China, and that its commercial activities are within the scope stipulated in the business license;

(II) to treat all shareholders equally;

(III) to keep abreast of the Company's business operation and management in a timely manner;

(IV) to sign written statements confirming the regular reports of the Company, and to ensure that the information disclosed by the Company is true, accurate and complete;

(V) to truthfully provide information and data to the supervisory committee and not to obstruct the supervisory committee or supervisors from performing its or their duties;

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

The provisions regarding the directors' duties of diligence shall also apply to senior management.

The Company shall have one general manager, who shall be appointed or dismissed by the Board of Directors. The Company shall have a deputy general manager, a chief financial officer and a secretary to the Board of Directors. The general manager, deputy general manager, chief financial officer and secretary of the Board of Directors are the senior management of the Company, who shall be appointed or dismissed by the Board of Directors.

The Company shall have a secretary to the Board of Directors, who shall be responsible for the preparation of the shareholders' meeting and Board meeting, document keeping and management of shareholders' information of the Company and other matters.

The secretary to the Board of Directors shall comply with the relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association.

The Company shall be liable for any damages caused to others by the senior management in the performance of their duties for the Company; the senior management who acts intentionally or with gross negligence, he/she shall also bear liability for such damages.

Any senior management who violates the relevant laws, administrative regulations, departmental rules or the Articles of Association in performing his/her duties in the Company shall indemnify the Company for the losses arising therefrom.

The senior management of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. Any senior management of the Company who fails to faithfully perform his/her duties or breaches the fiduciary duty shall indemnify the Company and the public shareholders for the damage arising therefrom according to laws.

FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Accounting and Audit

The Company shall establish its financial and accounting systems in accordance with laws and administrative regulations and the requirements of the relevant departments under the State Council.

The annual report shall be reported and disclosed in accordance with relevant regulatory requirements within four months from the end of each financial year. The interim report shall be reported and disclosed in accordance with relevant regulatory requirements within three months from the end of the first six months of each financial year. The aforesaid annual report and interim report shall be prepared in accordance with relevant laws, administrative regulations, departmental regulations and the provisions of the stock exchange where the shares are **[REDACTED]**.

Profit Distribution

When the Company allocates the after-tax profits for the current year, it shall appropriate 10% of the profits into the Company's statutory reserve. Should the accumulated amount of the Company's statutory reserve be more than 50% of the Company's registered capital, no appropriation shall be made.

In the event that the Company's statutory reserve is not sufficient to cover all the losses for the previous year, the profits for the current year shall be firstly used to cover the loss before making appropriation to the statutory reserve pursuant to the foregoing provisions.

After the Company has made an appropriation to the statutory reserve from the after-tax profits, the discretionary reserve may also be appropriated from the after-tax profits upon resolution at the shareholders' meeting.

After making up any losses and making appropriation to reserves, the remaining after-tax profit may be distributed to shareholders in proportion to their respective shareholdings.

The Company shall not be entitled to any distribution of profits in respect of shares held by it.

Where the shareholders' meeting, in violation of the Company Law, distributes profits to the shareholders, the profits so distributed must be returned to the Company. Shareholders and the liable directors, and senior management shall be liable for compensation for any losses caused to the Company.

The Company's reserves shall be used for making up losses of the Company, expanding the production and operation or for conversion of reserves into registered capital.

Where the reserve of the Company is used for making up losses, the discretionary reserve and statutory reserve shall be firstly used. If losses still cannot be made up, the capital reserve can be used according to the relevant provisions.

Where the statutory reserve is converted into registered capital, the remaining statutory reserve shall not be less than 25% of the registered capital of the Company before such conversion.

MERGER, DIVISION, DISSOLUTION AND LIQUIDATION OF THE COMPANY

In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days after the date of the Company's resolution approving the merger and shall publish an announcement in a qualified media outlet and on the HKEX News website (**www.hkexnews.hk**) within 30 days thereafter. The creditors are entitled to require the Company to settle the debts or to provide corresponding guarantees within 30 days after the receipt of the written notification, or in the event that no such notification is received, within 45 days after the date of the announcement.

Upon the merger, the claims and debts of each of the merging parties shall be assumed by the surviving company after the merger or the newly established company.

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

In the event of division of the Company, the parties shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days after the date of the Company's resolution approving the division and shall publish an announcement in a qualified media outlet and on the HKEX News website (**www.hkexnews.hk**) within 30 days thereafter.

The Company may be dissolved for the following reasons:

(I) the term of operation stipulated in the Articles of Association has expired or circumstances for dissolution specified in the Articles of Association arise;

(II) a resolution on dissolution is passed at a shareholders' meeting;

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

(IV) the business license is revoked or the Company is ordered to close down or be deregistered according to laws;

(V) where the Company gets into serious trouble in operation and management and its continuation may cause substantial loss to the interests of shareholders, and no solution can be found through any other channel, shareholders representing more than 10% of the voting rights of the Company may request the people's court to dissolve the Company.

Under the circumstance described in items (I) and (II), if no property has been distributed to its shareholders, the Company may continue to exist by amending the Articles of Association or by a resolution of the shareholders' meeting. Amendments to the Articles of Association pursuant to the preceding paragraph or by resolution of the shareholders' meeting shall be subject to the approval of shareholders representing more than two-thirds of the voting rights present at the shareholders' meeting.

Where the Company is dissolved pursuant to items (I), (II), (IV) and (V), it shall be liquidated. The Directors, being the liquidation obligors, shall form a liquidation committee to carry out liquidation within 15 days after the occurrence of the cause of dissolution.

The liquidation committee of the Company shall be composed of directors, unless it is otherwise provided for in the Articles of Association or otherwise elected by the shareholders' meeting.

Where the liquidation obligors fail to fulfil their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.

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

(I) to sort out the assets of the Company and preparing a balance sheet and an inventory of assets respectively;

(II) to notify the creditors by a notice or announcement;

(III) to deal with the outstanding business of the Company relating to liquidation;

(IV) to pay outstanding tax and the tax incurred during the course of the liquidation;

(V) to settle creditors' rights and debts;

(VI) to dispose of the remaining assets after full payment of the Company's debts; and

(VII) to participate in civil litigation on behalf of the Company.

The liquidation committee shall notify its creditors within ten days since the date it is established, and publish relevant announcements in the local newspaper or on the National Enterprise Credit Information Publicity System within 60 days since the establishment date. Creditors shall, within 30 days since the date of receiving the notice, or for creditors who do not receive the notice, within 45 days since the date of the public announcement, report their creditors' rights to the liquidation committee.

After the liquidation committee has sorted out the Company's assets and prepared a balance sheet and an inventory of assets, it shall formulate a liquidation plan and submit such plan to the shareholders' meeting or the people's court for confirmation.

The remaining assets of the Company after paying the liquidation expenses, employees' wages, social insurance contributions, and statutory compensation, outstanding taxes and debts of the Company shall be distributed in proportion to the shares held by shareholders.

During the liquidation period, the Company shall continue to exist but shall not carry out any business activities unrelated to liquidation. The assets of the Company shall not be distributed to the shareholders until the settlement of debts in accordance with the provisions.

After the liquidation committee has sorted out the assets of the Company and prepared a balance sheet and an inventory of assets, if it discovers that the Company's assets are insufficient to repay its debts in full, it shall apply to the people's court to declare the Company bankrupt according to laws.

Upon acceptance of the Company's liquidation application by the people's court, the liquidation committee shall hand over the matters relating to the liquidation to a receiver appointed by the people's court.

Upon completion of the liquidation, the liquidation committee shall prepare a liquidation report which shall be submitted to the shareholders' meeting or the people's court for confirmation, and shall submit the same to the company registration authority to apply for cancellation of the Company's registration.

OTHER PROVISIONS THAT ARE MATERIAL TO THE COMPANY AND ITS SHAREHOLDERS

Board of Directors

The Company shall have a board of directors, which shall consist of nine directors, including six non-independent non-executive directors and three independent non-executive directors, elected by the shareholders' meeting. Among the independent non-executive directors, there shall be at least one financial or accounting professional as defined in the Hong Kong Listing Rules.

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

(I) to convene shareholders' meetings and to report to shareholders' meetings;

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

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

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

(V) to formulate proposals of the Company regarding increase or reduction of the registered capital, and issuance of bonds;

(VI) to formulate plans for any major acquisition by the Company, repurchase of the shares of the Company or plans for merger, division, dissolutions and change of its corporate form;

(VII) to decide on matters relating to the Company's external investment, acquisitions or disposal of assets, mortgage of assets, external guarantee, entrusted wealth management, related transactions and external donations as authorized by shareholders' meetings;

(VIII) to decide on the establishment of the Company's internal management structure;

(IX) to appoint or dismiss the Company's general manager, secretary to the Board, and other senior management of the Company and to determine their remuneration and rewards and penalties; based on the nominations of the general manager, to appoint or dismiss the deputy general manager, financial controller and other senior management of the Company nominated by the chairperson of the Board of Directors or the general manager and to determine their remuneration and rewards and penalties;

(X) to formulate the basic management system of the Company;

(XI) to formulate proposals for any amendments to the Articles of Association;

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

(XIII) to propose to shareholders' meetings the appointment or change of the accounting firm acting as the auditor of the Company;

(XIV) to hear the work report of the Company's general manager and to review the work thereof;

(XV) to consider and approve matters concerning the selection of the stock exchange and intermediary institutions for issuance and **[REDACTED]** of the Company's securities;

(XVI) to formulate specific implementation plans in accordance with the equity incentive schemes and employee share ownership schemes approved by the shareholders' meeting;

(XVII) to consider on matters to be decided by the Board of Directors as required by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are **[REDACTED]**, or this Articles of Association;

(XVIII) other functions powers as conferred by laws, administrative regulations, department rules, securities regulatory rules of the place where the shares of the Company are **[REDACTED]**, the Articles of Association or shareholders' meetings.

Matters beyond the scope authorized by the shareholders' meeting shall be submitted to the shareholders' meeting for consideration.

No Board meeting shall be held unless more than half of directors is present at such meeting. Any resolution of the Board of Directors must be approved by a majority of directors.

Each director shall have one vote for any resolution of the Board of Directors.

If any director has connected relationship 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. The connected director 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 of the Board of Directors is less than three, the matters shall be submitted to the shareholders' meeting for consideration.

The Board of Directors shall have one chairperson, which shall be elected by more than half of all the directors.

The chairperson shall exercise the following functions and powers:

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

(ii) to supervise and examine the implementation of the resolutions of the Board of Directors;

(iii) in the event of emergency of force majeure, to enforce special discretion on the affairs of the Company in accordance with provisions of laws and the interests of the Company and to report to the Board of Directors or the Shareholders' meeting of the Company afterwards;

(iv) other functions and powers authorized by the Board of Directors.

If the chairperson of the Board of Directors is unable or fails to perform his/her duties, more than half of the directors may elect one of the directors to act on his/her behalf

The Board of Directors shall keep minutes of resolutions for the decisions on matters discussed at the Board meetings. The minutes shall be signed by the directors present at the meeting.

Minutes of the Board meeting shall be kept as the Company's record for a period of no less than ten years.

The minutes of a Board meeting shall include the following contents:

(I) the date and venue of the meeting and the name of the convener;

(II) the names of the directors attending the meeting and the names of the directors (proxies) appointed by another directors to attend the Board meeting;

(III) the agenda of the meeting;

(IV) the main points of the directors' speeches;

(V) the voting method and results of each proposal (the voting result shall specify the number of votes for and against the proposal or abstention).

Special Committees under the Board of Directors

The Board of Directors of the Company shall set up the Audit Committee, the Remuneration and Appraisal Committee, and the Nomination Committee. The Board of Directors may set up other special committees with the consent of the shareholders' meeting. The special committees shall be accountable to the Board of Directors and shall perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors, and their proposals shall be submitted to the Board of Directors for consideration. The members of the special committees shall consist of directors. In particular, the Audit Committee shall consist of three or more members, all of whom must be non-executive directors. In the Nomination Committee and the Remuneration Committee, the majority of members shall be independent non-executive directors. The Board of Directors shall be responsible for formulating the terms of reference for the special committees to regulate their operations. If the securities regulatory rules of the place where the shares of the Company are **[REDACTED]** provide otherwise in respect of the composition of the special committees, such provisions shall prevail.

General Manager

The term of office of the general manager shall be three years, renewable upon re-appointment.

The general manager, who is accountable to the Board of Directors, may exercise the following functions and powers:

(I) to manage the operation and administration of the Company, arrange for the implementation of the resolutions of the Board of Directors, and report to the Board of Directors;

(II) to arrange for the implementation of the Company's annual operation plans and investment proposals;

(III) to formulate proposals for the establishment of the Company's internal management organs;

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

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

(VI) to recommend the Board of Directors to appoint or dismiss deputy general manager and financial controller of the Company;

(VII) to appoint or dismiss management personnel (other than those who shall be appointed or dismissed by the Board of Directors);

(VIII) to exercise any other functions and powers conferred by the Board of Directors.

The general manager shall be present at meetings of the Board of Directors.

The general manager shall formulate the terms of reference for the general manager, which shall be implemented after being approved by the Board of Directors.

The general manager can submit his/her resignation prior to the expiry of his/her term of office. The procedure concerning the general manager's resignation shall be stipulated by the employment contract by and between the general manager and the Company.

The deputy general manager shall assist the general manager in the daily management and operations of the Company.

Secretary to the Board of Directors

The Company shall have a secretary to the Board of Directors. The secretary to the Board of Directors shall be responsible for the preparation of shareholders' meetings and Board meetings of the Company, retention of documentation as well as the management of shareholders' information and other matters.

The secretary to the Board of Directors shall comply with laws, administrative regulations, department rules and the Articles of Association.

Audit Committee

The Board of Directors shall establish an audit committee to exercise the functions and powers of the supervisory committee as stipulated by the Company Law.

The Audit Committee shall consist of three directors, two of whom shall be independent directors, and at least one of the independent directors shall be a professional in accounting. Members of the Audit Committee shall be directors who do not hold the position of senior management in the Company. The convener of the Audit Committee shall be the independent director who is a professional in accounting.

The Audit Committee shall hold at least one meetings every quarter, and an extraordinary meeting may be convened when two or more members propose, or when the convener deems it necessary. The quorum of the meeting of the Audit Committee shall require the presence of more than two-thirds of the members. Resolutions made by the Audit Committee shall be passed by more than half of the members of the Audit Committee. Resolutions of the Audit Committee shall be decided on a one-person, one-vote basis. The Audit Committee shall prepare meeting minutes for its resolutions in accordance with the regulations, and the members of the Audit Committee attending the meeting shall sign on the meeting minutes. The Terms of Reference for the Audit Committee shall be developed by the Board of Directors.

The Audit Committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating the internal and external auditing work and internal control, and the following matters shall be submitted to the Board of Directors for consideration after being approved by more than half of all members of the Audit Committee:

(I) to disclose financial information and internal control evaluation reports in financial accounting reports and regular reports;

(II) to appoint or dismiss accounting firms undertaking the Company's audit business;

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

(IV) to make changes in accounting policies, accounting estimates or corrections to material accounting errors for reasons other than changes in accounting standards;

(V) other matters stipulated by laws, administrative regulations, the provisions of the CSRC and the Articles of Association.

The Audit Committee shall hold at least one meeting every quarter. An extraordinary meeting may be convened when two or more members propose, or when the convener deems it necessary.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

(I) after amendments are made to the Company Law or laws and administrative regulations, the Articles of Association run counter to the amended laws and administrative regulations;

(II) the Company's conditions have changed, and such changes are not consistent with the matters recorded in the Articles of Association;

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

Where approval from the competent authority is required for the amendments to the Articles of Association resolved by the shareholders' meeting, such amendments shall be submitted to the competent authority for approval. If amendments to the Articles of Association involve particulars of the Company's registration, changes shall be made to the registration in accordance with laws.

The Board of Directors shall amend the Articles of Association in accordance with the resolutions of the shareholders' meeting and the opinion of the relevant competent authorities on any amendment hereto.