This Addendum is mainly intended to provide an overview of the articles of association of the Company for a potential investor. Since the following information is only an outline, it does not record all information that may be material to a potential investor.

ISSUANCE OF SHARES

The Company's shares shall be issued based on the principle of fairness and impartiality. Shares of the same class shall rank *pari passu*. For shares issued at the same time of the same class, the conditions of issuance and prices of each share shall be the same. The price of each share subscribed for by any organization or individual shall be the same.

SHARE INCREASE, DECREASE AND BUYBACK

The Company may, based on its operational and development needs, in accordance with laws and regulations and upon resolutions respectively adopted at the shareholders' meeting, adopt any of the following methods to increase its capital:

(i) Public issuance of shares subject to approval by the relevant regulatory authorities;

(ii) Non-public issuance of shares;

(iii) Distribution of bonus shares to existing shareholders;

(iv) Conversion of capital reserve into capital stock; or

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

The Company may decrease its registered capital in accordance with its articles of association. The Company may decrease its registered capital in accordance with the procedures prescribed in the Company Law, the Hong Kong Listing Rules, other relevant regulations, and its articles of association.

The Company shall not acquire its own shares save that it may acquire its own shares in any of the following circumstances:

(i) Decrease of the Company's registered capital;

(ii) Merger with another company which holds the shares of the Company;

(iii) Use of shares for the purpose of employee stock ownership plans or equity incentives;

(iv) Request by any shareholders of the Company to acquire their shares due to their objection to the resolution of the shareholders' meeting on the merger or division of the Company;

(v) Use of shares for the conversion of the corporate bonds issued by the Company which are convertible into shares of the Company; or

(vi) It is necessary for the Company to maintain the value of the Company and its shareholders' rights and interests.

The Company may acquire its own shares through public centralized trading or other methods as prescribed by laws and regulations, the securities regulatory rules of the place where the Company's shares are listed or recognized by the CSRC and the Hong Kong Stock Exchange.

If the Company acquires its own shares due to circumstances described in item (iii), (v) or (vi) above, such acquisition shall be conducted through public centralized trading.

If the Company acquires its own shares due to circumstances described in item (i) or (ii) above, a resolution shall be adopted at the shareholders' meeting. Where the acquisition of the shares of the Company is under any of the circumstances described in items (iii), (v), or (vi) above, subject to the applicable regulatory rules for securities of the place where the shares of the Company are listed, and where there are separate provisions in the regulatory rules for securities of the place where the shares of the Company are listed upon a resolution of the board of directors made by more than two thirds of the directors attending the meeting, such provisions shall prevail.

Subject to the applicable securities regulatory rules of the place where the shares of the Company are listed, after the Company acquires its own shares in accordance with the foregoing provisions, such shares shall be cancelled within ten days from the acquisition date under the circumstance as described in item (i) above, such shares shall be transferred or cancelled within six months under the circumstance as described in item (ii) or (iv) above, and the shares held by the Company in the aggregate under the circumstance as described in item (iii), (v) or (vi) above, shall not exceed ten percent of the total issued shares of the Company and shall be transferred or cancelled within three years. Where there are separate provisions in the securities regulatory rules of the place where the shares of the Company are listed, such provisions shall prevail.

TRANSFER OF SHARES

The Company's shares may be transferred in accordance with the laws. Shares issued prior to the public offering of A shares by the Company shall not be transferred within one year from the date on which the Company's shares are [REDACTED] and [REDACTED] the Stock Exchange. The directors and senior executives of the Company shall declare to the Company their holding of shares (including preference shares) in the Company and the changes thereof, and shall not transfer more than 25% of the total number of shares held by them in the Company each year during their term of appointment; the Company's shares held by them shall not be transferred within one year from the date on which the Company's shares are listed and traded on the market. The aforesaid persons shall not transfer the shares they hold in this Company within half a year after they leave their posts.

Where the laws, administrative regulations or the listing rules of the place where the Company's shares are listed stipulate otherwise in respect of the restrictions on the transfer of shares of the Company, such provisions shall prevail.

Where the directors, senior executives of the Company or the shareholders who hold 5% or more of the Company's shares sell the Company's shares or other securities with the nature of equity held by them within six months from the date of purchase or repurchase the shares or securities with the nature of equity sold by them within six months from the date of sale, the proceeds thereof shall belong to the Company, and the Board of Directors of the Company shall call back such proceeds. Except where the securities company holds 5% or more of the Company's shares due to purchase of any remaining shares in a best efforts package, or under any other circumstances stipulated by the securities regulatory authorities at the place where the Company's shares are listed. Where the shares are pledged within the transfer restriction period stipulated by laws or administrative regulations, the pledgee shall not exercise the pledge rights within the transfer restriction period.

Shares or other securities with the nature of equity held by the aforesaid directors, senior executives and natural person shareholders include shares or other securities with the nature of equity held by their spouses, parents or children, or held by them by using other's accounts.

Where the board of directors fails to comply with the foregoing provisions, the shareholders are entitled to require the board to do so within 30 days. Where the board fails to comply within the aforesaid period, the shareholders are entitled to file a lawsuit directly at the People's Court in their own names for the interest of the Company.

FINANCIAL ASSISTANCE TO BUY SHARES OF THE COMPANY

The Company or its subsidiaries (including its affiliated enterprises) shall not, by means of donation, advancement, guarantee, compensation, loan, etc., provide any person who purchases or intends to purchase the Company's shares with financial assistance in any way, except in the case that the Company implements employee stock ownership plans. Unless otherwise provided by the securities regulatory rules at the place where the Company's shares are listed, the Company may, for the interest of the Company, upon resolution of the shareholders' meeting or resolution made by the board of directors in accordance with the Company's Articles of Association or the authorization of the shareholders' meeting, provide financial assistance to other persons for acquiring shares in the Company or its parent company, provided that the aggregate amount of such financial assistance shall not exceed 10% of the total issued capital stock. Any resolution made by the board of directors shall be passed by more than two-thirds of all the directors.

SHAREHOLDERS AND SHAREHOLDERS' MEETING

Shareholders

The Company's shareholders shall be the persons who legally hold the Company's shares. Shareholders shall enjoy the rights and assume the obligations according to the class of shares held; and the holders of the same class of shares shall enjoy the same rights and assume the same obligations.

The Company shall establish a register of shareholders in accordance with the evidence from the securities registration authority. The register of shareholders shall be the sufficient evidence to verify the shares held by the shareholders in the Company. The original [REDACTED] of shareholders shall be kept in Hong Kong for inspection by shareholders. However, the Company can suspend registration of shareholders in accordance with applicable laws, regulations, and the securities regulatory rules of the place where the Company's shares are listed. Any shareholder registered in the register of H share holders or any person who requests its name to be registered in the register of H share holders may apply to the Company for issuance of a new share certificate if its share certificate is lost. If a holder of H shares applies for issuance of a new share certificate due to loss of a share certificate, such application may be handled in accordance with the law where the original register of H share holders is kept, rules of the stock exchange and other regulations.

The Company's shareholders shall have the following rights:

(i) Receive dividends and other forms of distribution according to the number of shares held by them in the Company;

(ii) Request, convene, preside over shareholders' meeting, attend shareholders' meeting in person or by proxy, and exercise the corresponding voting rights in accordance with the laws;

(iii) Monitor, and raise suggestions or inquiries in relation to the Company's operation;

(iv) Assign, donate or pledge the shares held by them in accordance with the law, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Company's articles of association;

(v) Access the Company's articles of association, register of shareholders, counterfoils of corporate bonds, minutes of shareholders' meetings, resolutions passed at meetings of the board of directors and financial and accounting reports;

(vi) Participate in the distribution of the remaining assets of the Company according to the number of shares held by them in the event of the Company's termination or liquidation;

(vii) Require the Company to purchase shares held by shareholders who raise objection to the resolution on the merger or division of the Company as adopted by the shareholders' meeting;

(viii) Enjoy the right to be informed of and to participate in the Company's material matters as specified by the law, administrative regulations and the Company's articles of association;

(ix) Other rights as provided by the law, administrative regulations, department regulations and securities regulatory rules of the place where the Company's shares are listed and the Company's articles of association.

If any shareholder requests access to the above information or materials, he shall provide the Company with written documents evidencing the type and number of shares held by him in the Company. The Company shall provide the shareholder with the required information upon verification of his status as shareholder.

The shareholder shall have the right to protect his legal rights and interests through civil lawsuits or other legal means according to the law and administrative regulations. If any resolution of the shareholders' meeting or the board of directors violates the law or administrative regulation, the shareholders shall have the right to request the people's court to invalidate the resolution. If the convening procedure or voting method of the shareholders' meeting or the board of directors meeting violates the law, administrative regulation or the Company's articles of association, or if the contents of the resolution contravene the Company's articles of association, the shareholders shall have the right to request the People's Court to cancel the resolution, within 60 days of the resolution being made. However, this does not apply if there is only minor defect in the convening procedure or voting method of the shareholders' meeting or board of directors meeting that has no substantial impact on the resolution.

If the directors and the senior management personnel other than the audit committee members violate the law, administrative regulation or the Company's articles of association in the performance of their duties, causing losses to the Company, the shareholders individually or collectively holding 1% or more of shares for 180 consecutive days may request the audit committee in writing to start litigation in the People's Court. If the audit committee violates the law, administrative regulation or the Company's articles of association in the performance of its duties, causing losses to the Company, the shareholders may request the board of directors in writing to start litigation in the People's Court.

If the audit committee or the board of directors refuses to start litigation after the receipt of the shareholder's written request as mentioned above, or does not start litigation within 30 days of receiving the request, or the situation is so urgent that failure to immediately start litigation will cause irreparable losses to the interests of the Company, the shareholder (s) as mentioned above may have the right to start litigation directly in the People's Court in his or their own name for the interest of the Company.

If any person infringes the lawful interests of the Company, causing losses to the Company, the aforesaid shareholder (s) may start litigation in the People's Court in accordance with the provisions above.

If any director or senior management personnel violates the law, administrative regulation, or the articles of association and damages the shareholders' interests, the shareholders may start litigation in the People's Court.

General Provisions on the Shareholders' Meeting

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

(i) Determine the operational policy and investment plan of the Company;

(ii) Elect and replace the directors who are not the representatives of the staff and workers, and determine the remuneration of the directors;

(iii) Review and approve the reports of board of directors;

(iv) Review and approve the Company's proposed annual financial budgets and final accounts;

(v) Review and approve the Company's profit distribution plans and loss compensation plans;

(vi) Decide on the increase or decrease of the Company's registered capital;

(vii) Decide on the Company's merger, division, dissolution, liquidation, or change in the Company's corporate form;

(viii) Decide on the issuance of corporate bonds;

(ix) Amend the Company's articles of association;

(x) Decide on the Company's hiring and dismissal of the accounting firm;

(xi) Review and approve the guarantees provided under Article 43 of the Company's articles of association;

(xii) Review purchases and sales of significant assets within one year exceeding 30% of the most recently audited total assets of the Company;

(xiii) Review and approve changes in usage of raised funds;

(xiv) Review share incentive plans and employee stock ownership plans;

(xv) Review purchases of the Company's shares that should be resolved by the shareholders' meeting in accordance with the Company's articles of association;

(xvi) Review other matters required to be decided by the shareholders' meeting in accordance with laws, administrative regulations, departmental regulations, rules of the stock exchange where the Company's shares are listed, securities regulatory rules of the place where the Company's shares are listed, or its articles of association.

Unless otherwise provided by laws, administrative regulations and provisions of the CSRC, or the securities regulatory rules of the place where the Company's shares are listed, the powers of the aforesaid shareholders' meeting shall not be exercised by the board of directors or any other institution or individual upon authorization.

The following external guarantee provided by the Company shall be reviewed and approved by the shareholders' meeting:

(i) any external guarantee provided by the Company or its subsidiary in which it has controlling interest, the total amount of which is equal to or more than 50% of the Company's audited net assets for the most recent period;

(ii) any external guarantee provided by the Company, the total amount of which is equal to or more than 30% of the Company's audited total assets for the most recent period;

(iii) any annual guarantee provided by the Company, the total amount of which is more than 30% of the Company's audited total assets for the most recent period;

(iv) any guarantee provided for any entity whose liability to equity ratio is more than 70%;

(v) any single guarantee, the amount of which is more than 10% of the Company's audited net assets for the most recent period;

(vi) any guarantee provided for the Shareholders, actual controller and its affiliate(s);

(vii) any other guarantee circumstances that shall be considered by the shareholders' meeting in accordance with laws, regulations, securities regulatory rules of the place where the Company's shares are listed, or its articles of association.

The shareholders' meeting is divided into annual shareholders' meeting and interim shareholders' meeting. Annual shareholders' meeting shall be convened once a year and shall be held within 6 months after the end of the previous accounting year.

The Company shall convene an interim shareholders' meeting within 2 months upon occurrence of any of the following events:

(i) The number of directors is less than two- thirds of the number prescribed in the Company Law or the articles of association;

(ii) The unrecovered losses of the Company reach 1/3 of the total amount of its paid up capital;

(iii) Upon request by the shareholders, who individually or together hold more than 10% of the shares of the Company;

(iv) The board of directors considers necessary;

(v) The audit committee proposes to convene;

(vi) Other events provided by law, administrative regulations, departmental regulations and securities regulatory rules of the place(s) where the Company's shares are listed, or the articles of association of the Company.

Convening of Shareholders' Meeting

Independent directors may propose to the board of directors the convening of an extraordinary general meeting, provided that such proposal is approved by more than half of all independent directors. In respect of such proposal, the board of directors shall, pursuant to the law, administrative regulations, securities regulatory rules of the place(s) where the Company's shares are listed, and the articles of association of the Company, provide feedback in writing on whether to convene an interim shareholders' meeting within 10 days upon receipt of such proposal.

If the board of directors approves to convene an interim shareholders' meeting, it will issue a notice thereof within 5 days upon decision of the board of directors. If the board of directors disapproves to convene an interim shareholders' meeting, it will state the reasons and publicly announce.

The audit committee may have the right to propose to the board of directors to convene an interim shareholders' meeting, and should be presented to the board of directors in writing. The board of directors shall, pursuant to the law, administrative regulations, securities regulatory rules of the place(s) where the Company's shares are listed, and the articles of association of the Company, provide feedback in writing on whether to convene an interim shareholders' meeting within 10 days upon receipt of such proposal.

If the board of directors approves to convene an interim shareholders' meeting, it will issue a notice thereof within 5 days upon decision of the board of directors. Any change to the original proposal in the notice shall obtain the approval of the audit committee.

If the board of directors disapproves to convene an interim shareholders' meeting, or fails to provide feedback within 10 days upon receipt of such proposal, it shall be deemed to be unable or fail to perform the duty of convening shareholders' meetings, and the audit committee may convene and preside over an interim shareholders' meeting by itself.

The shareholders holding more than ten percent of the Company's shares, individually or in the aggregate, have the right to propose to the board of directors to convene an interim shareholders' meeting, and should be presented to the board of directors in writing. The board of directors shall, pursuant to the law, administrative regulations, securities regulatory rules of the place(s) where the Company's shares are listed, and the articles of association of the Company, provide feedback in writing on whether to convene an interim shareholders' meeting within 10 days upon receipt of such proposal.

If the board of directors approves to convene an interim shareholders' meeting, it will issue a notice thereof within 5 days upon decision of the board of directors. Any change to the original proposal in the notice shall obtain the approval of the relevant shareholders.

If the board of directors disapproves to convene an interim shareholders' meeting, or fails to provide feedback within 10 days upon receipt of such proposal, the shareholders holding more than ten percent of the Company's shares, individually or in the aggregate, have the right to propose to the audit committee to convene an interim shareholders' meeting, and should be presented to the audit committee in writing.

If the audit committee approves to convene an interim shareholders' meeting, it will issue a notice thereof within 5 days upon receipt of such proposal. Any change to the original proposal in the notice shall obtain the approval of the relevant shareholders.

If the audit committee fails to issue the notice of shareholders' meeting within the prescribed time limit, it shall be deemed that the audit committee will not convene and preside over the shareholders' meeting, and the shareholders holding more than ten percent of the Company's shares, individually or in the aggregate, for more than 90 consecutive days may convene and preside over the shareholders' meeting on their own.

Proposal and notice of shareholders' meeting

The contents of a proposal to be raised shall be within the scope of authority of the shareholders' meeting, have a clear topic for discussion and detailed resolution matters, and comply with the relevant provision of the law, administrative regulations, securities regulatory rules of the place(s) where the Company's shares are listed, and the Company's articles of association.

If the Company convenes a shareholders' meeting, the board of directors, the audit committee and shareholders holding more than 1% of the Company's shares, individually or in the aggregate, shall have the right to propose proposals to the Company.

Shareholders, individually or in the aggregate, holding more than 1% of the Company's shares, can submit an interim resolution in writing to the convener, 10 days before the shareholders' meeting is held. The convener shall issue a supplementary shareholders' notice within 2 days upon receipt of such proposal, and the notice shall attach the content of the interim resolution, and publicly announce the content of the interim resolution. Except as provided above, after the convener publicly announces the notice of the shareholders' meeting, he shall not change any resolution or add any new resolution in the notice.

The shareholders' meeting shall not vote or pass any resolution with respect to any resolution not specified in the notice of shareholders' meeting or inconsistent with the provisions of the Company's articles of association.

The convener shall notify all shareholders in writing (including announcement) 20 days prior to the annual shareholders' meeting, and notify all shareholders in writing (including announcement) 15 days prior to the interim shareholders' meeting. When calculating the commencement date of a period, the day on which the meeting is held shall not be included.

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

(i) Time, place, and duration of the meeting;

(ii) Matters and any proposals to be submitted to the meeting for review;

(iii) Clear words specifying that all shareholders shall have the right to attend the shareholders' meeting, and that they may appoint a proxy in writing to attend the meeting and vote on their behalf. The proxy is not necessarily a shareholder of the Company;

(iv) The date of registration of shareholding of the shareholders entitled to attend the shareholders' meeting;

(v) Name and telephone number of the regular contact person concerning meeting matters; and

(vi) Time and procedure of voting by internet or other means.

Convening of shareholders' meeting

All shareholders, or their proxies, whose names appear on the register of the Company on the date of registration of shareholding, shall have the right to attend the shareholders' meeting, and speak and exercise their voting rights at such shareholders' meeting in accordance with applicable laws, regulations, the securities regulatory rules of the place(s) where the Company's shares are listed and the Articles of Association of the Company (except that some shareholders are required by the securities regulatory rules of the place(s) where the Company's shares are listed to waive their voting rights with respect to certain matters).

A Shareholder may attend the shareholders' meeting personally or appoint a proxy to attend and vote on his behalf. Each Shareholder shall have the right to appoint a representative, who need not be a shareholder of the Company; provided that a corporate Shareholder may appoint a representative to attend and vote at any shareholders' meeting of the Company, and such corporate Shareholder shall be deemed to be present in person if it has appointed a representative to attend any meeting. A corporate Shareholder may prepare the form appointing a representative signed by its duly authorized officer. Shareholders shall have the right to (i) speak at shareholders' meetings and (ii) vote at shareholders' meetings, except that some shareholders are required by the securities regulatory rules of the place(s) where the shares are listed to waive their voting rights with respect to certain matters.

The chairman of the board of directors shall preside over the shareholders' meeting. If the chairman of the board of directors is unable or fails to perform his duties, more than half of the directors shall nominate a director to preside over the meeting.

The convener of the audit committee shall preside over the shareholders' meeting convened by the audit committee by itself. If the convener of the audit committee is unable or fails to perform his duties, more than half of the audit committee members shall nominate a member of the audit committee to preside over the meeting. In the case of a shareholders' meeting convened by the shareholders themselves, the convener shall nominate a representative to preside over the meeting.

The Company shall formulate the rules of procedure of the shareholders' meeting, which will specify in detail the procedures for convening and voting at the shareholders' meeting, including notices, registration, examination of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of the meetings and their signing. The rules of procedure of the shareholders' meeting, which shall be appended to the articles of association, shall be drafted by the board of directors and approved by the shareholders' meeting.

The convener shall ensure that the contents of the meeting minutes are true, accurate and complete. The directors, secretary of the board of directors, conveners and their proxies and the presider of the meeting attending the meeting shall sign their names on the minutes of the meeting. The minutes of the meeting, together with the signature book of the attending shareholders, power of attorney for proxies and valid information on the voting, shall be kept for 10 years.

Voting and Resolutions of the Shareholders' Meeting

Resolutions adopted at the shareholders' meeting include ordinary resolutions and special resolutions. The ordinary resolutions adopted at the shareholders' meeting shall require the approval by over half of the attending voting shareholders (including their proxies). The special resolutions adopted at the shareholders' meeting shall require the approval by over two thirds of the attending voting shareholders (including their proxies).

The following matters shall be decided by the shareholders' meeting in the form of ordinary resolution:

(i) Work report of the board of directors;

(ii) Profit distribution plans and loss compensation plans proposed by the board of directors;

(iii) Appointment or removal of the members of the board of directors, and their remuneration and payment method;

(iv) Matters other than those which should be decided by special resolution as provided by law, administrative regulation, securities regulatory rules where the Company's shares are listed or the Articles of Association of the Company.

The following matters shall be decided by the shareholders' meeting in the form of special resolution:

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

(ii) Merger, division, winding up, or change of the form of the Company;

(iii) Amendment of the Company's Articles of Association and its appendix;

(iv) Spin-off listing of its subsidiary companies;

(v) Purchase or sale of significant assets or guarantee of which the amount exceeds 30% of the most recently audited total assets by the Company within one year;

(vi) Issuance of shares, convertible corporate bonds, preference shares and other securities types approved by the CSRC;

(vii) Share incentive schemes;

(viii) Other matters regulated in accordance with law, administrative regulation, securities regulatory rules where the Company's shares are listed, or the Articles of Association of the Company and which are confirmed by ordinary resolutions at the shareholders' meeting as having a significant influence on the Company and requiring special resolution.

Shareholders exercise their voting rights based on the number of voting shares they represent, with each share entitling the holder to one vote, except for holders of shares with different class rights. If the Hong Kong Listing Rules require any shareholder to abstain from voting on a resolution, or restrict any shareholder to casting votes only in favor of (or only against) a resolution, any votes cast by or on behalf of such shareholder in breach of such requirement or restriction shall not be counted. When voting, a shareholder (including a proxy) who holds two or more votes is not required to cast all of their votes in favor of, against, or abstain from the resolution.

When the shareholders' meeting considers major issues affecting the interest of small and medium-sized investors, it shall separately count the votes of such investors. The results of separate counting shall be publicly disclosed timely.

The Company's shares held by itself have no voting right, and such shares shall not be included in the total number of shares with voting rights present at the shareholders' meeting.

If the relevant laws, regulations and the securities regulatory rules where the Company's shares are listed require any shareholder to give up his voting right on a certain resolution, or restrict any shareholder to vote for or against a certain resolution, the votes cast by such shareholder or his proxy in violation of the relevant provisions or restrictions shall not be included in the voting results. The board of directors, independent directors, shareholders who hold more than 1% of the Company's voting shares or investor protection institutions established in accordance with law, administrative regulation, securities regulatory rules where the Company's shares are listed, or CSRC provisions may solicit shareholders' voting rights. When soliciting shareholders' voting rights, specific voting intention and other information shall be fully disclosed to shareholders whose voting rights are solicited. It is prohibited to solicit shareholders' voting rights by giving compensation or disguised compensation. Except for the statutory conditions, the Company and its shareholders' meeting convener shall not set minimum shareholding ratio restriction for solicitation of shareholders' voting rights. Where the public solicitation of shareholders' rights violates law, administrative regulation, securities regulatory rules where the Company's shares are listed, or CSRC provisions, causing the Company or its shareholders to suffer losses, compensation liability shall be borne pursuant to the law.

When the shareholders' meeting considers associated transactions, the connected shareholders shall not participate in voting on those associated transactions, and the number of voting shares held by such connected shareholders will not be counted as part of the total number of valid voting shares. The public announcement of shareholders' decision should fully disclose the voting of the non-connected shareholders.

Resolution of shareholders' meeting should be announced as soon as possible. The announcement should specify the number shareholders and proxies attending the meeting, the total number of voting shares held by them and their proportion to the total voting shares of the Company, voting method (s), voting result of each resolution, and details of each resolution passed.

BOARD OF DIRECTORS

Directors

The Company's directors are natural persons. Directors should possess all necessary knowledge, skill, and quality to perform their duties. They should also ensure that they have adequate time and energy to perform their duties. Directors should actively participate in relevant training to understand the rights, duties, and responsibilities of a director, to familiarize themselves with relevant laws and regulations, and to master relevant knowledge to be acquired as directors.

A person may not serve as a company's director in any of the following situations:

(i) A person without civil capacity or with restricted civil capacity;

(ii) A person who was sentenced for corruption, bribery, embezzlement of property, misappropriation of property, or disruption of socialist market economic order and not more than five years has elapsed; or a person who was deprived of his political rights due to a criminal offence and not more than five years has elapsed since the expiry date of the deprivation of political rights, and is granted a suspension of sentence, and not more than two years has elapsed since the expiry date of the suspension period;

(iii) A person who served as a director, factory manager, or general manager of a company or an enterprise which has been declared bankrupt and liquidated and who was personally accountable for the bankruptcy of such company or enterprise, and not more than three years has elapsed since the completion of the bankruptcy and liquidation of such company or enterprise;

(iv) A person who was the legal representative of a company or an enterprise which had its business license revoked, or was ordered to close down, and who was personally accountable for the revocation, and not more than three years has elapsed since the revocation of the business license of such company or enterprise;

(v) A person who has a relatively large amount of outstanding personal debt, and is listed as a person subject to enforcement in bad faith by the People's Court;

(vi) A person who is banned by the CSRC from entering into the securities market and the ban period has not expired;

(vii) A person who is publicly deemed by the CSRC to be inappropriate to serve as a director or senior management staff in a listed company and the ban period has not expired; or

(viii) Other persons as prescribed in laws, administrative regulations, departmental rules, or securities regulatory rules at the place where the shares of the Company are listed.

Directors who are not the representatives of staff shall be elected or replaced by the shareholders' meeting, and dismissed by the shareholders' meeting prior to the expiration of their term of office. The term of office of the directors shall be three years. The directors may serve consecutive terms if reappointed. If the relevant securities regulatory rules at the place where the shares of the Company are listed provide otherwise for the consecutive term of directors, such provisions shall prevail.

The term of office of the directors shall be calculated from the day following the date on which the resolution is adopted by the shareholders' meeting until the expiration of the term of office of the current board of directors. Where a director fails to effect re-election upon expiration of his term of office, the original director (s) shall, before the newly elected director (s) take office, continue to perform his/her duties in accordance with laws, administrative regulations, departmental rules, securities regulatory rules at the place where the Company's shares are listed and these Articles of Association. Subject to any applicable laws, regulations and regulatory rules of Hong Kong, any person appointed as a Director by the Board to fill a casual vacancy in the Board or to increase the number of Directors on the Board shall hold office only until the first Annual Shareholders' meeting following his appointment and shall then be eligible for re-election. The company shall have one employee representative director on its board of directors. The employee representative on the board shall be democratically elected by the company's employees through the employees' representative congress, general employees' meeting, or other forms of democratic election.

The general manager or any other senior management staff can concurrently serve as a director; however, the aggregate number of the directors concurrently serving as the general manager or other senior management staff, plus the number of directors that are employee representative directors, may not exceed 1/2 of the total number of the directors.

Directors shall comply with the provisions of laws, administrative regulations, the securities regulatory rules of the Company's stock listing place and these Articles of Association, and owe duties of loyalty and diligence to the Company.

Where a director neither attends in person nor authorizes other directors to attend two consecutive Board meetings, he/she shall be deemed unable to perform his/her duties, and the board of directors shall propose to the shareholders' meeting to replace him/her.

A director may resign prior to the expiration of his/her term. A resigning director shall submit a written resignation report to the board of directors. The Company shall disclose the relevant information within the time limit required by the regulatory rules of the place where the Company's shares are listed.

Where the resignation of a director will cause the number of directors to fall below the quorum, or the resignation of an independent director will cause the ratio of independent directors in the board of directors or a special committee to be inconsistent with the laws, regulations or the Company's articles of association, or where there is no professional with accounting or financial management expertise among the independent directors as required by the securities regulatory rules of the place where the Company's shares are listed, the original director shall, prior to the appointment of a new director, continue to perform his/her duties in accordance with the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, and the Company's articles of association.

Except for the circumstances set out in the aforesaid paragraph, the resignation of a director shall come into effect upon receipt of the resignation report by the board of directors.

Where a director violates the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, or the provisions of the Company's articles of association in the course of performance of duties, causing the Company to suffer losses, he/she shall be liable for compensation.

The Company shall have independent directors. Independent directors shall comply with the relevant provisions of laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed.

Independent directors shall act in good faith and with due diligence towards the Company and all its shareholders. Independent directors shall, in accordance with the relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Company's articles of association, conscientiously perform their duties, play a role in decision making, supervision and checks and balances, and professional consulting on the board of directors, safeguard the Company's overall interests, and protect the lawful rights and interests of minority shareholders. Independent directors shall perform their duties independently, and shall not be influenced by the Company's principal shareholders, actual controllers, and other entities or individuals that have an interest in the Company.

Independent directors shall maintain their independence. The following persons shall not hold the position of Independent Director:

(i) persons who hold a position in the Company or one of its subsidiaries, and their spouses, parents, children and major social relations;

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

(iii) persons who hold a position in the Company's shareholders who directly or indirectly hold more than 5% of the Company's outstanding shares or who rank in the top five shareholders of the Company, and their spouses, parents and children;

(iv) persons who hold a position in a subsidiary of the Company's controlling shareholder or actual controller, and their spouses, parents and children;

(v) persons who have significant business relationship with the Company or its controlling shareholder, actual controller, or their respective subsidiaries, or persons who hold positions in the entities that have significant business relationship with the Company or its controlling shareholder or actual controller;

(vi) persons who provide financial, legal, consulting and sponsor services to the Company or its controlling shareholder, actual controller, or their respective subsidiaries, including but not limited to all project members of the intermediaries providing such services, reviewers at various levels, persons who sign on the report, partners, directors, senior management personnel and key persons of the intermediaries who provide such services;

(vii) persons who have been under the circumstances listed in above items (i) to items (vi) in the last 12 months;

(viii) other persons who are not qualified for independence in accordance with the law, administrative regulations, provisions of CSRC, securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

Board of Directors

The Company shall establish a board of directors, which is responsible to the shareholders' meeting.

The Company shall establish a board of directors. The board of directors shall consist of 9 directors, and shall have one chairman (referred to in these Articles of Association as the "**chairman of the board**"). The directors of the Company may include executive directors, non-executive directors and independent directors. There shall be three independent directors.

The board of directors shall exercise the following functions:

(i) Convene shareholders' meeting, and report on its work to the shareholders' meeting;

(ii) Implement resolutions issued by the shareholders' meeting;

(iii) Determine the operational plans and investment programs of the Company;

(iv) Prepare profit distribution plans and loss compensation plans of the Company;

(v) Prepare plans for the Company's increase or reduction of registered capital, issuance of stocks, bonds, or other securities as well as the listing of the Company;

(vi) Prepare plans for the Company's significant buy-out, the purchase of the Company's own shares, merger, division, dissolution or change of the Company's corporate form;

(vii) Decide, within the scope authorized by the shareholders' meeting, the Company's external investment, purchase and sale of assets, offering of assets as security, external guarantee, entrusted management of wealth, associated transactions and external donations;

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

(ix) Decide on the appointment or dismissal of the Company's general manager, board secretary and other senior management personnel, and decide on the matters relating to their remuneration, reward and punishment; according to the general manager's nomination, decide on the appointment or dismissal of deputy general manager (s), chief financial officer and other senior management personnel, and decide on the matters relating to their remuneration, reward and punishment; prepare a plan regarding the amount and method of remuneration for directors;

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

(xi) Formulate plans on any amendment of the Company's Articles of Association;

(xii) Manage the disclosure of information by the Company;

(xiii) Propose to the shareholders' meeting on the appointment or replacement of the accounting firm which provides audit services to the Company;

(xiv) Hear the general manager's work report and inspect the work performance of the general manager;

(xv) Other functions as stipulated by law, administrative regulations, department regulations and securities regulatory rules in the place where the Company's shares are listed, or the Company's articles of association.

The board of directors shall have one chairman and one vice-chairman. The chairman and vice-chairman must be held by the Company's director and are elected or removed by exceeding half of all the directors.

The board of directors shall convene at least four meetings per year. The meeting is convened by the chairman. Written notice shall be sent to all directors 14 days in advance.

Shareholders representing above 1/10 voting rights, or above 1/3 of the directors, or above half of the independent directors, or the audit committee can propose to convene an interim meeting of the board of directors. The chairman of the board of directors shall, within 10 days of receipt of such proposal, convene and hold a board of directors' meeting.

Unless otherwise provided by laws, administrative regulations, departmental rules, normative instruments, the securities regulatory rules of the Company's stock listing place, these Articles of Association, or other applicable provisions, any resolution of the board of directors must be approved by a majority of all directors. Each director shall have one vote in the board's resolutions.

If a director has an associated relationship with an enterprise which is involved in a resolution to be decided at a board meeting, he/she must not vote on that resolution, nor can he vote on behalf of other directors. That board meeting can be held if exceeding half of the unrelated directors attends. Resolutions made by the board of directors must be passed by exceeding half of the unrelated directors. If the number of unrelated directors is less than three attending the board meeting, the matter should be submitted to the shareholders' meeting for discussion. If the law, regulation and securities regulatory rules of the place where the Company's shares are listed impose any additional restrictions on the Directors' participation in board meetings and their voting, it shall be followed.

The board of directors shall prepare minutes of the meeting on all matters discussed at the meeting. The directors, secretary of the board of directors and the recorder attending the meeting should sign on the minutes. The secretary of the board of directors shall carefully organize the minutes and arrange the matters discussed at the meeting. The minutes should be true, accurate and complete. The directors attending the meetings have the right to request to make certain explanatory notes in relation to their speeches made in the minutes. The secretary of the board of directors shall keep the minutes of the board of directors meetings as a company file for a period of 10 years.

Special Committees under the Board of Directors

The board of directors of the Company shall establish an audit committee. The audit committee exercises the functions and powers of the board of supervisors as specified by the Company Law.

The audit committee shall have three members. Among the audit committee, there shall be two independent directors. The chairman of the audit committee shall be a professional among the independent directors with accounting or financial management expertise as specified in the securities regulatory rules of the place where the Company's shares are listed.

The board of directors of the Company will establish strategy, nomination, remuneration and examination and other special committees, which will carry out their duties in accordance with the Articles of Association and the authorization of the board of directors.

GENERAL MANAGER AND OTHER SENIOR MANAGEMENT PERSONNEL

General Manager and Deputy General Manager

The Company shall have one general manager, as needed, have several deputy general managers, all of whom shall be appointed or dismissed by the board of directors. The general manager, deputy general managers, the person in charge of financial affairs (chief financial officer), and the board secretary shall be the senior management of the Company.

The general manager is responsible to the board of directors and has the following functions:

(i) Be in charge of the production, operation and management of the Company; implement resolutions of the board of directors and report his work to the board of directors;

(ii) Implement the annual business plans and investment plans of the Company;

(iii) Draw out the plan of the establishment of internal management structure of the Company;

(iv) Draw out the basic management system of the Company;

(v) Formulate the specific rules and regulations of the Company;

(vi) Propose to the board of directors the appointment or removal of the deputy general manager (s) and the chief financial officer of the Company;

(vii) Determine the appointment and removal of management personnel other than those who should be appointed and removed by the board of directors;

(viii) Other functions as granted by the working rules of the general manager;

(ix) Other functions as granted by the articles of association of the Company or the board of directors.

Secretary of the Board of Directors

The Company shall have a secretary of the board of directors, who shall be responsible for the preparation of the shareholders' meetings and meetings of the board of directors, the maintenance of documents, the management of the shareholders' information, the disclosure of information, and the relationship with investors, etc.

FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Financial and Accounting System

The Company shall prepare, file with the relevant local office of the China Securities Regulatory Commission (CSRC) and the stock exchange where the Company's shares are listed (if required), and disclose its annual report within four months after the end of each financial year, and shall prepare, file with the relevant local office of the CSRC and the stock exchange where the Company's shares are listed (if required), and disclose its interim report within two months after the end of the first half of each financial year.

Other than the statutory accounting books, the Company shall not establish another accounting book. The Company's assets shall not be deposited under any personal accounts.

Profit Distribution

When a company distributes its after-tax profits of the current year, it shall allocate 10% of its profits as its statutory reserve fund. No further allocation may be made if the aggregate amount of the statutory reserve fund exceeds 50% of the registered capital of the company. If the Company's statutory reserve fund is not sufficient to cover the Company's losses in the previous year, the current year profits shall be used to make up for the losses before any allocation is made to the statutory reserve fund in accordance with the aforesaid provisions. After a company has allocated the statutory reserve fund from its after-tax profits, it may, upon a resolution made by the shareholders' meeting, allocate a discretionary reserve fund from its after-tax profits. After the Company has made up its losses and set aside its reserves, the balance of the after-tax profits shall be distributed to the shareholders in proportion to their respective shareholdings, unless the Articles of Association provides otherwise. If the shareholders' meeting violates the above provisions by distributing the profits of the Company to its shareholders before the Company has made up its losses and set aside its reserves, such distributed profits must be returned to the Company.

The Company shall appoint one or more receiving agents in Hong Kong for the holders of H Shares. The receiving agent(s) shall, on behalf of the relevant H Share holders, receive and hold the dividends and other sums payable by the Company in respect of the H Shares for subsequent payment to such H Share holders. Any receiving agent appointed by the Company shall comply with the requirements of the applicable laws and regulations as well as the securities regulatory rules of the place where the Company's shares are listed.

After the shareholders' meeting of the Company has resolved on the profit distribution plan, the Board of the Company shall complete the distribution of dividends (or issuance of bonus shares) within two months of the convening of the shareholders' meeting.

The profit distribution plan of the Company shall be formulated and approved by the Board of Directors, and then submitted to the shareholders' meeting for approval. The Board of Directors shall take into account of the opinions of independent directors and public investors when formulating the profit distribution plan.

Internal Audit

The Company's internal audit institution shall supervise and inspect the Company's business activities, risk management, internal controls, financial information and other related matters.

The internal audit institution shall be accountable to the board of directors. In the course of supervising and inspecting the Company's business activities, risk management, internal controls and financial information, the internal audit institution shall accept the supervision and direction of the audit committee. If the internal audit institution identifies any material issues or leads, it shall report them directly to the audit committee immediately.

Appointment of Accounting Firm

The Company shall appoint an accounting firm which complies with the regulations of the Securities Law to audit the financial statements, examine the net assets of the Company and conduct other relevant consultancy services. The term of office of an accounting firm is one year which may be extended.

The appointment of the accounting firm shall be determined by the shareholders' meeting. The board of directors shall not appoint any accounting firm before the decision is made by the shareholders' meeting.

The Company shall ensure to provide to the accounting firm appointed true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information, and shall not refuse to provide the required information, hide any information or provide any false information.

The audit fee of the accounting firm shall be decided by the shareholders' meeting.

The resolution on the dismissal or continuance of appointment of the accounting firm shall be made at the shareholders' meeting.

In case the Company dismisses or dis-continues to appoint the accounting firm, it shall notify the accounting firm 15 working days in advance. The accounting firm shall be permitted to make representations when the shareholders' meeting of the Company votes on the dismissal of the accounting firm. When the accounting firm resigns, it shall state to the shareholders' meeting whether there is any improper circumstance in the Company.

Notices and Announcement

Notices of the Company shall be issued in the following methods:

(i) by announcement;

(ii) by personal delivery;

(iii) by mail; or

(iv) in such other form as recognized by the securities regulatory authority of the Company's stock listing place and the stock exchange where the Company's shares are listed, or as prescribed in these Articles of Association.

With respect to the means by which the Company provides and/or distributes corporate communications to holders of H shares in accordance with the securities regulatory rules of the Company's stock listing place, subject to compliance with such rules, the Company may send or provide corporate communications to its H share shareholders by electronic means or by posting information on the Company's website or the website of the stock exchange where the Company's shares are listed.

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

Merger, Division, Capital Increase and Decrease

The merger of the Company may take the form of a merger by absorption or a merger by new establishment. In the case of a merger by absorption, a company absorbs another company and the absorbed company shall be dissolved. In the case of a merger by new establishment, two or more companies merge together for the establishment of a new company and the companies to the merger shall be dissolved.

In the case of a merger, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and a list of assets. The company shall notify its creditors within ten days from the date of the resolution on the merger and publish an announcement on the newspapers within 30 days. The creditors may, within 30 days from receipt of the notification (or within 45 days for those creditors who did not receive the notification), demand the company to settle the debts or provide the corresponding guarantee.

The surviving company or the newly established company of a merger will assume the claims and debts of the parties to the merger.

In the case of a division, the assets of the company shall be divided correspondingly. In the case of a division, a balance sheet and a list of assets shall be prepared. The company shall notify its creditors within ten days from the date of resolution on the division and publish an announcement on the newspapers within 30 days.

The surviving company of the division shall bear joint and several liability for the debts of a company prior to its division. Unless the written agreement between the company and its creditors on debt settlement prior to the division stipulates otherwise.

A company which proposes to reduce its registered capital shall prepare a balance sheet and a list of assets. The company shall notify its creditors within ten days from the date of resolution on reduction in registered capital and publish an announcement on the newspapers within 30 days. The creditors may, within 30 days from receipt of the notification (or within 45 days for those creditors who did not receive the notification), have the right to demand the company to settle the debts or provide the corresponding guarantee. The registered capital after capital reduction of the Company shall not be lower than the minimum requirement by law.

Where a company merges or divides, and the registered details change, the company shall amend its registration with the company registration authority in accordance with the law. Where a company is dissolved, it shall cancel its registration in accordance with the law. Where a new company is established, it shall register the establishment in accordance with the law. Where a company increases or reduces its registered capital, it shall amend its registration with the company registration authority in accordance with the law.

Dissolution and Liquidation

A company may be dissolved due to the following reasons:

(i) expiry of the company's term of operation as stipulated in the articles of association or occurrence of any of the matters for dissolution as stipulated in the articles of association;

(ii) a resolution for the dissolution is made by a shareholders' meeting;

(iii) the company is dissolved as a result of merger or division;

(iv) the business license of the company is revoked, or the company is ordered to be closed down or to be dissolved in accordance with the law;

(v) a great difficulty arises in the operation and management of the Company, the continued existence of which will lead to significant losses of the interests of the shareholders, and the difficulty cannot be resolved by other means. Shareholders holding ten percent or more of the voting rights of all the shareholders of the Company may file a petition to the People's Court to dissolve the Company.

Where a company is dissolved pursuant to the provisions of the above items (i), (ii), (iv) or (v), a liquidation group shall be established within fifteen days of the occurrence of the event of dissolution, and liquidation shall be carried out. The liquidation group shall be composed of persons designated by the directors or the shareholders' meeting. Where the liquidation group is not established to commence liquidation within the prescribed time limit, the creditors may apply to the People's Court to designate related persons to form the liquidation group to commence liquidation.

The liquidation group shall notify the creditors within ten days of its establishment and publish an announcement on newspapers within 60 days of its establishment. The creditors shall declare their creditors' rights to the liquidation group within thirty days of receipt of the notice or within forty-five days of the announcement if the creditors do not receive the notice. When declaring their creditors' rights, the creditors shall provide details of the creditors' rights and supporting documents. The liquidation group shall register the creditors' rights. During the declaration period, the liquidation group shall not repay any creditors' rights.

Upon examination of the company's assets and preparation of the balance sheet and list of assets by the liquidation group, a liquidation plan shall be formulated and submitted to the shareholders' meeting or the People's Court for confirmation. The company's assets shall be used for payment of the liquidation expenses, employees' wages, social insurance premiums and statutory compensation premiums, and payment of outstanding taxes and debts, and the remaining assets shall be distributed to the shareholders in proportion to their shareholding. During the liquidation period, the Company shall continue to exist, but shall not carry out any business activities unrelated to the liquidation. The company's assets shall not be distributed to the shareholders prior to the repayment of the aforesaid liabilities.

Where the liquidation group discovers upon examination of the company's assets and preparation of the balance sheet and list of assets that the company's assets are insufficient to repay its debts, an application shall be made to the People's Court to declare the company bankrupt in according to the law. Once the company has been declared bankrupt by the People's Court, the liquidation group shall transfer the liquidation task to the People's Court.

Upon completion of the liquidation, the liquidation group shall prepare a liquidation report and submit the report to the shareholders' meeting or the People's Court for confirmation, apply to the company registration authority for de-registration, and make an announcement of the company's termination.

Members of the liquidation group shall faithfully perform their duties and liquidation obligations in accordance with the law. Members of the liquidation group shall not abuse their authority by accepting bribes or other illegal income, and shall not misappropriate the company's assets. Members of the liquidation group who intentionally cause losses to the company or its creditors or cause losses due to their gross negligence shall be liable for compensation.

Where the company is declared bankrupt in accordance with the law, bankruptcy liquidation shall be conducted in accordance with the law relating to enterprise bankruptcy.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

(i) following amendment of the Company Law or relevant laws, administrative regulations and securities regulatory rules of the place where the company's shares are listed, the provisions of the articles of association contradict with the relevant provisions of the laws, administrative regulations and securities regulatory rules of the place where the company's shares are listed;

(ii) changes to the Company's circumstances, to the extent that they are inconsistent with the provisions of the Articles of Association; or

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

Where any amendment to the Articles of Association resolved by the shareholders' meeting is subject to examination and approval by the competent authority, such amendment shall be submitted to the original competent authority for approval; where any amendment to the Articles of Association involves the company's registration, the company's registration shall be amended in accordance with the law.

The board of directors 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 opinion of the competent authority.

Where the amendment to the Articles of Association belongs to the information that is required to be disclosed by the laws, regulations or securities regulatory rules of the place where the company's shares are listed, an announcement shall be made in accordance with the relevant provisions.