
APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION

This appendix contains the summary of the principal provisions of the Articles of Association adopted by the Company on March 30, 2026 and will become effective on the date that the H Shares are [REDACTED] on the Stock Exchange. The main purpose of this appendix is to provide an overview of the Company’s Articles of Association for potential [REDACTED], so it may not contain all the information that is important to potential [REDACTED].

I. SHARES

Shares of the Company shall be in the form of share certificates.

The ordinary shares issued by the Company consist of domestic shares and foreign shares. The issue of shares by the Company shall be conducted in accordance with the principles of openness, fairness and impartiality, and each share of the same class shall carry the same rights.

All shares of the same class issued at the same time shall be issued under the same conditions and at the same price; the same price shall be paid for each share subscribed by any entity or individual.

II. INCREASE, REDUCTION AND REPURCHASE OF SHARES

Increase of Capital

The Company may, based on its business and development needs and in accordance with the requirements of laws and the HK Listing Rules, increase its registered capital by way of separate resolutions passed by the shareholders’ meeting in the following manners:

- (1) by issuing new shares to public;
- (2) by issuing shares through a private placement;
- (3) by distributing new shares to its existing Shareholders;
- (4) by capitalizing its capital reserves;
- (5) by other ways permitted by the laws, administrative regulations, the CSRC and the relevant overseas regulatory authority.

Decrease of Capital

Our Company may reduce our registered capital. Any reduction of the Company’s registered capital shall follow the procedures under the Company Law, the HK Listing Rules, other applicable regulations and this Article of Association.

In the event of reduction of registered capital, the Company shall prepare a balance sheet and a list of assets.

The Company shall notify its creditors within 10 days from the date of the resolution on reduction of registered capital and publish an announcement within 30 days on a media outlet approved by the administrative department for market regulation for such purpose or on the National Enterprise Credit Information Publicity System. Creditors may, within 30 days from receipt of the notice (or within 45 days from the date of the announcement for those who did not receive the notice), have the right to demand that the Company settle their debts or provide corresponding security for repayment.

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Repurchase of Shares

The Company may repurchase its own shares in the following circumstances in accordance with laws, regulations, departmental rules and this Article of Association:

- (1) for reducing the Company's registered capital;
- (2) merging with other companies which hold shares in the Company;
- (3) awarding shares for employee stock ownership plan or share incentive plan;
- (4) acquiring shares held by Shareholders who vote against any resolution proposed in any general meeting on the merger or division of the Company, upon their request;
- (5) use of shares for the conversion of corporate bonds issued by the company that are convertible into shares;
- (6) safeguarding corporate value and the interests of the shareholders as the Company deems necessary;

Except as set forth above, the Company shall not repurchase its own shares. Any repurchase of its own shares by the Company may be carried out through open centralized trading or other methods permitted by laws, regulations, the HK Listing Rules, the securities regulatory rules of the overseas listing place, and the CSRC (if required).

Where the Company repurchases its shares under the circumstances set out in items (1) and (2) above, a resolution shall be passed at a shareholders' general meeting of the Company. Where the Company repurchases its shares under the circumstances set out in items (3), (5) and (6) above, a resolution may be passed at a Board meeting attended by more than two-thirds of the directors in accordance with the provisions of the Articles of Association or as authorised by the shareholders in general meeting.

Where the Company repurchases its shares under the circumstances set out in item (1) above, such shares shall be cancelled within 10 days from the date of repurchase; where the Company repurchases its shares under the circumstances set out in items (2) and (4), such shares shall be transferred or cancelled within 6 months; where the Company repurchases its shares under the circumstances set out in items (3), (5) and (6), the total number of shares held by the Company shall not exceed 10% of the total shares issued by the Company, and such shares shall be transferred or cancelled within 3 years.

III. REGISTER OF SHAREHOLDERS

Register of Shareholders

The Company shall maintain a register of shareholders based on the certificates provided by the securities depository. Such register shall be conclusive evidence of the shares held by shareholders.

Transfer and transmission of shares shall be entered in the register of shareholders. The original register of shareholders for overseas listed foreign shares listed in Hong Kong shall be maintained in Hong Kong.

The board of directors or the convener of the shareholders' meeting shall set a record date for the holding of a shareholders' meeting, distribution of dividends, liquidation or other activities requiring determination of shareholder identity. Shareholders recorded on the register on such record date shall be entitled to the relevant rights and interests.

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IV. TRANSFER OF SHARES

The shares issued before the Company's public offering shall not be transferred within one year from the date when the Company's shares are listed and traded on the stock exchange.

The directors and senior management of the Company shall report to the Company their shareholdings and changes thereof and shall not transfer more than 25 percent of the total number of their shares in the Company per annum during their terms of office. Their shares shall not be transferred within one year from the listing date of the Company's shares. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company. If shares are pledged during a restricted transfer period as provided by laws or administrative regulations, the pledgee shall not exercise the pledge during such restricted period.

V. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

A Shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and amount of shares they hold. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

The Shareholders shall enjoy the following rights:

- (1) the right to receive dividends and other profit distributions in proportion to their shareholdings;
- (2) the right to request, convene, preside, attend or appoint proxies to attend general meetings lawfully and to exercise the voting rights in proportion to their shareholdings;
- (3) the right to supervise the Company's business activities, to present proposals or to raise enquiries;
- (4) the right to transfer, gift or pledge the shares they hold in accordance with laws, administrative regulations and provisions of the Articles of Association;
- (5) to review and copy the Articles of Association, the register of members, minutes of general meetings, resolutions of the Board meetings, and financial and accounting reports. Shareholders who meet the prescribed requirements may inspect the Company's accounting books and accounting vouchers;
- (6) in the event of termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the shareholdings;
- (7) the right to request the Company to purchase the shares held by shareholders who vote against the Company's merger or division resolution adopted by the shareholders' meeting;
- (8) inspect the register of shareholders, provided that the Company may suspend the registration of shareholders under the equivalent of Section 632 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong);
- (9) other rights under laws, administrative regulations, departmental rules, the HK Listing Rules or the Articles of Association.

The Shareholders of the Company shall have the following obligations:

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

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- (2) to pay capital contribution for the shares subscribed for in the prescribed method of subscription;
- (3) not to withdraw shares unless in the circumstances stipulated by laws and regulations;
- (4) not to abuse shareholder's right to harm the lawful interests of the Company or other shareholders; not to abuse the Company's position as an independent legal person or shareholder's limited liability protection to harm the lawful interests of the creditors of the Company; Where a shareholder of a company abuses his rights and causes losses to the company or other shareholders, he shall be liable for compensation according to law.

Where the shareholders of the Company abuse the independent status of the Company as a legal person and the limited liability of shareholders to evade debts and seriously damage the interests of the creditors of the Company, they shall be jointly and severally liable for the debts of the Company.

If a shareholder uses two or more companies under its control to engage in the acts set forth in the preceding paragraph, each such company shall bear joint and several liability for the debts of any of them.

- (5) to fulfill other obligations as stipulated by laws, administrative regulations, securities regulatory rules of the listing place and the Articles of Association.

VI. RESTRICTIONS ON THE CONTROLLING SHAREHOLDERS' RIGHTS AND DE FACTO CONTROLLER

The controlling shareholders and de facto controller of the Company shall not use their connected relations to damage the interests of the Company. If the violation causes losses to the Company, it shall be liable for compensation.

The controlling shareholders and de facto controller of the Company shall have fiduciary duties towards the Company and its shareholders. The controlling shareholder shall exercise its rights as a capital contributor in strict compliance with the laws. The controlling shareholder shall not damage the legitimate rights and interests of the Company and shareholders by means of profit distribution, asset restructuring, external investment, fund appropriation, loan guarantee, etc., and shall not use its controlling status to damage the interests of the Company and shareholders.

VII. SHAREHOLDERS' GENERAL MEETING

General rules for the Shareholders' General Meeting

The shareholders' general meeting comprises all shareholders of the Company. The general meeting is the authority of power of the Company, and shall exercise the following duties and powers in accordance with the law:

- (1) to elect and change the Directors who are not representatives of the employees and decide on the remunerations of Directors;
- (2) to examine and approve reports of the Board of Directors;
- (3) to examine and approve the profit distribution plans and loss recovery plans of the Company;
- (4) to make resolutions on the increase or reduction of the registered capital of the Company;

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- (5) make resolutions on the issuance of bonds of the Company;
- (6) make resolutions on the merger, division, dissolution, liquidation or change of company form of the company;
- (7) amend the Articles of Association of the Company;
- (8) make resolutions on the employment, termination of the accounting firm engaged to conduct the audit of the Company;
- (9) review and approve the guarantee matters that need to be approved by the general meeting of shareholders according;
- (10) to review the purchase and sale or the guaranteed amount of major assets by the company within one year that exceed 30% of the company's latest audited total assets;
- (11) review and approve the change of the purpose of the raised funds;
- (12) review and approve the share incentive plan and employee share ownership schemes;
- (13) other matters that shall be resolved by the general meeting of shareholders in accordance with laws and regulations, departmental regulations and the articles of association.

The general meetings consist of annual general meetings and extraordinary general meetings. The annual general meeting shall hold once every year within six months from the end of the previous accounting year.

In the occurrence of any of the following events, the Board of Directors shall convene an extraordinary general meeting within two months:

- (1) when the number of directors is less than the number stipulated in the PRC Company Law or two-thirds of the number specified in the Articles of Association;
- (2) when the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;
- (3) when Shareholder(s) individually or jointly holding 10 percent or more of the Company's voting rights, on a one vote per share basis, request(s) in writing to convene an extraordinary general meeting;
- (4) when deemed necessary by the Board;
- (5) when proposed by the Audit Committee;
- (6) any other circumstances stipulated by laws, administrative regulations, departmental regulations, the HK Listing rules or the Articles of Association.

Summoning of General Meetings

The board of directors shall convene the shareholders' general meeting within the period stipulated in the Article of Association. With the consent of more than half of all independent directors, the independent non-executive Directors are entitled to propose to the Board to convene an extraordinary general meeting. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within 10 days after receiving the proposal from the independent non-executive Directors.

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If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after the resolution of the Board is passed. If the Board does not agree to convene the extraordinary general meeting, it shall explain the reasons and make an announcement.

The Audit Committee shall have the right to propose to the Board to convene an extraordinary general meeting in writing. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply on whether to convene the extraordinary general meeting or not within 10 days after receipt of the proposal.

If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within 5 days after the resolution of the Board is passed. Any changes to the original proposal made in the notice shall be approved by the Audit Committee.

If the Board does not agree to convene the extraordinary general meeting or fails to give a reply within 10 days after receiving the proposal, the Board shall be deemed to be unable or fail to perform the duty of convening the general meeting, and the Audit Committee may summon and preside over the meeting on its own.

Shareholders individually or jointly holding 10% or more of the Company's shares shall have the right to request the Board of Directors in writing to convene an extraordinary general meeting. The Board shall, in accordance with the laws, administrative regulations, the HK Listing rules and the Articles of Association, give a written reply on whether to convene the extraordinary general meeting or not within 10 days after receipt of the proposal.

If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after the resolution of the Board is passed. Any change to the original request made in the notice shall be subject to the consent of the relevant shareholders.

If the Board does not agree to convene an extraordinary general meeting or does not reply within 10 days upon receipt of the proposal, the shareholders individually or jointly holding more than 10% of the Company's shares shall have the right to propose to the Audit Committee to convene an extraordinary general meeting, and such proposal shall be made in writing.

If the Audit Committee agrees to convene the extraordinary general meeting, it shall issue a notice of general meeting within 5 days upon receipt of the request. Any changes to the original request in the notice shall be approved by the relevant shareholders.

If the Audit Committee fails to issue the notice of the general meeting within the prescribed period, it shall be deemed that the Audit Committee will not convene and preside over the general meeting, and shareholders individually or jointly holding 10% or more of the Company's shares for more than 90 consecutive days may summon and preside over the meeting by themselves.

Proposals of the Shareholders' General Meeting

When a general meeting is convened by the Company, Shareholders who individually or jointly hold one percent or more of the shares of the Company carrying voting right, shall be entitled to make proposals in writing to the Company and the convener ten days before the convening of the general meeting. The content of the proposal shall fall within the scope of duties and powers of the general meeting of shareholders, with clear issues and specific resolutions, and comply with the relevant provisions of laws and regulations, the securities regulatory rules of the listing place and the Company's Articles of Association.

Except as stipulated in the above paragraph, the convener, after issuing the notice of the general meeting, shall neither modify the proposals stated in the notice of general meetings nor add new proposals.

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Shareholders shall neither vote at the general meeting nor make resolution on proposals that are not set out in the notice of shareholders' general meeting or do not comply with the provisions of the Articles of Association.

Notices of the Shareholders' General Meeting

In order to hold a shareholders' general meeting, notice in writing shall be given to all Shareholders who are registered 20 days in advance, or 15 days in advance, in case of extraordinary Shareholders' general meetings.

Convening of Shareholders' General Meeting

Any shareholder entitled to attend and vote at a shareholders' general meeting may attend in person or appoint one or more proxies (who need not be shareholders) to attend and vote on his behalf. A shareholder shall appoint a proxy in writing, and such appointment shall be signed by the appointor or by an agent authorized by him in writing. If the appointor is a corporate shareholder, such appointment shall be executed under its common seal or signed by its director or duly authorized agent.

Resolutions of Shareholders' General Meetings

The following matters shall be resolved by way of ordinary resolutions at a general meeting:

- (1) to elect and remove directors other than employee representatives, and to decide on the remuneration of directors;
- (2) to review and approve the report of the board of directors;
- (3) to review and approve the Company's profit distribution plan and loss recovery plan;
- (4) matters other than those requiring approval by a special resolution of the shareholders' general meeting;
- (5) matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations, the listing rules of the place where the Company's shares are listed or the Articles of Association.

The following matters shall be resolved by way of special resolutions at a general meeting:

- (1) increase or reduction of the registered capital of the Company;
- (2) division, division, merger, dissolution and liquidation of the Company;
- (3) amendments to the Articles of Association;
- (4) purchase or disposal of material assets or provision of guarantee by the Company within one year with an amount exceeding 30% of the latest audited total assets of the Company;
- (5) share incentive scheme;
- (6) other matters stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, and other matters considered by the general meeting, by way of ordinary resolution, to have a material impact on the Company and need to be approved by special resolution.

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VIII. DIRECTORS AND BOARD OF DIRECTORS

Directors

Each director shall hold office for a term of three years and may be re-elected upon the expiration of such term.

If a director causes damage to any other person while performing his duties, the Company shall bear the compensation liability. Where the director acted with intent or gross negligence, such director shall also bear the compensation liability. If a director violates laws, administrative regulations, departmental rules or this Article of Association while performing his duties and causes losses to the Company, such director shall bear the compensation liability.

Board of Directors

The Company shall have a Board of directors which consists of 9 directors. Independent directors shall constitute more than one-third of the board of directors and shall number not less than three.

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

- (1) Be responsible for convening the general meeting of shareholders and reporting to the general meeting of shareholders;
- (2) Implement the resolutions of the general meeting of shareholders;
- (3) Decide on the Company's business plan and investment plan;
- (4) Formulate the Company's profit distribution plan and loss recovery plan;
- (5) Formulate plans for the Company to increase or reduce its registered capital, as well as plans for the issuance of corporate bonds or other securities and listing;
- (6) Formulate plans for major acquisition, share repurchase, or the merger, division, dissolution and change of company form of the Company;
- (7) Decide on such matters as external investments, acquisition and disposal of assets, assets pledge, external guarantees matters, entrusted financial management, connected transactions and external donations of the Company within the Article of Association and the authorization of the general meeting;
- (8) Decide on the establishment of the Company's internal management organization;
- (9) Decide on the appointment or dismissal of the Company's general manager (CEO), secretary to the Board and other senior management, and to determine their remunerations, incentives and punishments; based on the nomination by the general manager (CEO), to decide on the appointment or dismissal of senior management including deputy general manager and chief financial officer of the Company, and to determine their remunerations, incentives and punishments;
- (10) Formulate and amend the basic management system of the Company;
- (11) Formulate the amendment plan of the Articles of Association;
- (12) Manage the information disclosure of the Company in accordance with laws and regulations, the HK Listing Rules, and the Company's internal policies and procedures;

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- (13) Propose at the general meeting of shareholders the appointment or change of the accounting firm acting as the auditors of the Company;
- (14) Listen to the work reports of the Company's general manager (CEO) and oversee their work;
- (15) Other functions and powers prescribed by laws and regulations, departmental rules, the Listing Rules of the exchange where the Company's shares are listed or the Articles of Association and authorized by the general meeting of shareholders.

IX. BOARD SECRETARY

The Company has one secretary of the Board, which is considered as the senior management of the Company.

X. GENERAL MANAGER

The Company has one general manager, which is appointed or removed by the Board of Directors.

The general manager is accountable to the Board of Directors and shall exercise the following powers and duties:

- (1) Preside over the production, operation and management of the Company, and organize the implementation of the resolutions of the Board of Directors, and report to the Board of Directors;
- (2) Organize the implementation of the Company's annual business plan and investment plan;
- (3) Formulate the establishment plan of the Company's internal management organization;
- (4) Formulate the basic management system of the Company;
- (5) Formulate the basic rules of the Company;
- (6) Nominate to the board of directors for appointment or dismissal the General Manager of the Company, the general managers of its certain subsidiaries, the General Manager of Internal Control, and the General Manager of Finance;
- (7) Appoint or dismiss responsible management personnel other than those who shall be appointed or dismissed by the Board of Directors;
- (8) Consider and approve ordinary connected transactions, except for those that require approval by the board of directors or the shareholders' general meeting under this Article of Association;
- (9) Consider and approve other major transactions, external investments, and external guarantees, except for those requiring approval by the board of directors or the shareholders' general meeting under this Article of Association;
- (10) Other powers conferred by this Article of Association, the securities regulatory rules of the listing place, or the board of directors.

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XI. AUDIT COMMITTEE

The board of directors shall establish an audit committee to exercise the powers of the supervisory board under the Company Law.

The Audit Committee shall consist of three directors who are not senior management of the Company. At least two members shall be independent directors, and the convener shall be an independent director who is an accounting professional. If the securities regulatory rules of the listing place impose additional requirements, such requirements shall also be followed.

XII. FINANCE AND ACCOUNTING SYSTEM

The Company shall establish its financial and accounting system in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the provisions of relevant national authorities. The shareholders' general meeting shall consider and approve the annual financial report within six months from the end of each financial year. The aforesaid financial report shall be prepared in accordance with relevant laws, administrative regulations, departmental rules and the HK Listing Rules.

XIII. PROFIT DISTRIBUTION

When the Company distributes its after-tax profits for a given year, it shall allocate 10% of such profits to the statutory common reserve. The allocation may cease once the accumulated amount of the statutory common reserve reaches 50% or more of the Company's registered capital.

If the statutory common reserve is insufficient to cover prior years' losses, the current year's profits shall first be applied to cover such losses before allocating to the statutory common reserve in accordance with the preceding paragraph.

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

The remaining after-tax profits after covering losses and making reserve allocations shall be distributed to shareholders in proportion to their shareholdings, except where otherwise provided in the Article of Association.

XIV. DISSOLUTION AND LIQUIDATION

The Company shall be dissolved under any of the following circumstances:

- (1) the term of its operations as is stipulated in the Articles of Association has expired or events of dissolution specified in the Articles of Association have occurred;
- (2) the shareholders' general meeting resolves to dissolve the Company;
- (3) dissolution is necessary due to merger or division of the Company;
- (4) the Company is declared bankrupt for inability to pay its debts as they fall due;
- (5) the Company's business licence is revoked, the Company is ordered to close down or be revoked in accordance with the law;
- (6) where the Company encounters serious difficulties in its operation and management and its continuous existence will cause significant losses to the interests of shareholders, and such difficulties cannot be resolved through other means, shareholders holding more than 10% of the voting rights of all shareholders of the Company may request the People's Court to dissolve the Company.

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The Company may survive by amending the Articles of Association in the case of item 1 above. Amendments to the Articles of Association shall be approved by more than two-thirds of voting rights held by shareholders present at a general meeting.

Where the Company is dissolved pursuant to items 1, 2, 5 and 6 above, a liquidation committee shall be established and the liquidation shall commence within 15 days after the occurrence of the cause of dissolution. The liquidation group shall consist of the directors, unless otherwise stipulated in this Article of Association or resolved by the shareholders' general meeting. If the liquidation obligor fails to perform its liquidation obligations promptly and causes losses to the Company or its creditors, it shall bear the liability for compensation.

If the liquidation committee discovers that the Company's assets are insufficient to repay its debts after cleaning up the Company's assets and preparing a balance sheet and an inventory of assets, it shall apply to the People's Court for a declaration of insolvency in accordance with the law.

Upon completion of the liquidation, the liquidation committee shall prepare a liquidation report which shall be submitted to the shareholders' general meeting or the People's Court for confirmation, and shall submit the same to the company registration authority, apply for cancellation of the company's registration, and publish an announcement on the termination of the company.

XV. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company shall amend this Article of Association under any of the following circumstances:

- (1) where the matters set forth herein become inconsistent with the amended provisions of the Company Law or other relevant laws, administrative regulations, or the securities regulatory rules of the place where the Company's shares are listed, following the amendment thereof;
- (2) where there is a change in the Company's circumstances that is inconsistent with the matters recorded in this Article of Association;
- (3) where the shareholders' general meeting resolves to amend this Article of Association.

If such amendments adopted by the resolution of the general meeting of shareholders is subject to be approved by the competent administrative department, the amendment shall be submitted to the authorities in charge for approval; If such amendments involve any registered particulars of the Company, application shall be made for change of registration in accordance with laws.