

---

## APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

---

This Appendix summarises the principal provisions of the Articles of Association of the Company with effect from the date of [REDACTED] of the H Shares on the Hong Kong Stock Exchange. The purpose of this Appendix is primarily to provide potential [REDACTED] with an overview of the Articles of Association of the Company and therefore it may not contain all information that is important to potential [REDACTED].

### SHARES

#### 1. Issuance of Shares

The shares of the Company shall take the form of share certificates.

Overseas listed shares issued by the Company may take the form of overseas depository certificates or other derivatives of shares in accordance with the laws and the practice of securities registration and depository of the place where the Company's shares are listed. If the Company's share capital includes non-voting shares, the words "non-voting" must be added to the name of such shares. If the equity capital includes shares with weighted voting rights, the words "Restricted Voting Rights" or "Limited Voting Rights" must be added to the name of each class of shares, except for the shares with the most favorable voting rights. Shares of the same class to be issued at the same time shall be issued under the same conditions and at the same price per share; and for the shares subscribed by the subscribers, the same price shall be paid per share.

The par value of the shares issued by the Company shall be denominated in Renminbi (RMB).

The shares of the Company [REDACTED] on the Hong Kong Stock Exchange are known as "H Shares" which are [REDACTED] on the Hong Kong Stock Exchange after approval is granted, with par value denominated in RMB, such shares are subscribed for and [REDACTED] in foreign currencies.

Shares of the Company that have been issued but have not been listed or traded on any overseas trading place are referred to as "domestic unlisted shares" (including unlisted shares held by the Company's shareholders before the overseas listing and additional unlisted shares issued in China after the overseas listing). The unlisted domestic shares issued by the Company shall be centrally deposited with China Securities Depository and Clearing Corporation Limited.

With the consent of the Hong Kong Stock Exchange and the filing with the CSRC, shareholders of unlisted domestic shares of the Company may apply for the conversion of the unlisted domestic shares held by them into H shares for listing and circulation on the Hong Kong Stock Exchange.

#### 2. Increase, Decrease and Repurchase of Shares

The Company, based on its operational and development needs, may adopt the following methods to increase its capital upon a resolution of the shareholders' general meeting is passed and in accordance with the requirements of laws and regulations:

- (I) offering shares to unspecified investors;
- (II) placing shares to specified investors;
- (III) distributing bonus shares to existing shareholders;
- (IV) capitalizing capital reserves to increase share capital;
- (V) other methods permitted by laws, administrative regulations and the relevant regulatory authorities such as the CSRC and the securities regulatory authority of the place where the Company's shares are listed.

---

## APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

---

The Company may reduce its registered capital. The Company's reduction of registered capital shall be made in accordance with the Company Law, Hong Kong Listing Rules and other relevant regulations and the procedures stipulated in the Articles of Association.

The Company may repurchase its own shares under the following circumstances in accordance with laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association:

- (I) reducing the Company's registered capital;
- (II) merging with other companies holding shares in the Company;
- (III) using shares for employee stock ownership plans or equity incentive plans;
- (IV) shareholders who dissent from resolutions of the shareholders' general meeting regarding the Company's merger or division, and request the Company to repurchase their shares;
- (V) using shares to convert corporate bonds issued by the Company that are convertible into shares;
- (VI) when necessary for the Company to protect its value and shareholders' equity interest;
- (VII) other circumstances permitted by the provisions of laws, administrative regulations and securities regulatory rules of the place where the Company's shares are listed.

Except for the above circumstances, the Company may not deal in its own shares.

### 3. Transfer of Shares

The Company's shares may be transferred in accordance with the law.

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

Shares issued by the Company before public offering shall not be transferred within 1 year from the date when the Company's shares are listed and traded on the stock exchange.

The Company's directors and senior management shall declare their shareholdings in the Company and changes thereof. During their tenure of office as determined at the time of appointment, the shares transferred annually shall not exceed 25% of their total shareholdings in the Company; shares held in the Company shall not be transferred within 1 year from the date when the shares of the Company are listed and traded. The abovementioned personnel shall not transfer the shares they hold in the Company within six months after their resignation. such persons shall not transfer.

## SHAREHOLDERS AND SHAREHOLDERS' MEETING

### 4. Shareholders

The Company shall maintain a register of members based on the evidence provided by the securities depository and clearing institutions. The register of members shall be sufficient proof of the Company's shares being held by the shareholders. Shareholders shall have rights and assume obligations according to the class of shares they hold; shareholders holding the same class of shares shall have equal rights and assume the same obligations.

The register of members of the shareholders holding domestic unlisted shares is based on the data recorded in the securities book-keeping system of China Securities Depository and Clearing Corporation Limited. The original register of members of H shares shall be kept in Hong Kong for inspection by shareholders, but the Company may suspend the registration process of members in accordance with the

---

## APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

---

applicable laws and regulations and the regulatory rules of the place where the shares of the Company are listed. The Company shall keep a copy of the register of members of overseas listed shares at the Company's registered address; the entrusted overseas agency shall ensure the consistency between the original and the copy of the register of members of overseas listed shares at all times. The Hong Kong branch register of the register of members must be available for inspection by shareholders but may permit the Company to suspend the registration process of shareholders in accordance with the terms equivalent to section 632 the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), if required.

The shareholders of the Company shall have the following rights:

- (I) to receive dividends and other forms of benefit distribution in proportion to the shares they hold;
- (II) to propose, convene, preside over, attend in person or appoint a proxy to attend and exercise the corresponding voting rights at the shareholders' general meetings in accordance with the law;
- (III) to supervise and manage operation activities of the Company and to put forward proposals or to make inquiries;
- (IV) to transfer, donate or pledge the shares they hold in accordance with provisions of the laws, administrative regulations and the Articles of Association;
- (V) to inspect and to copy the Articles of Association, the register of members, minutes of the shareholders' general meeting, resolutions of the Board meetings and financial accounting reports, and to inspect the Company's accounting books and vouchers for shareholders meeting statutory requirements;
- (VI) to participate in the distribution of the Company's remaining assets in proportion to the shares they hold when the Company terminates or liquidates;
- (VII) Shareholders who dissent from a resolution of the shareholders' general meeting on the merger or division of the Company may demand the Company to acquire their shares;
- (VIII) other rights stipulated by laws, administrative regulations, departmental rules, regulatory rules of the place where the shares of the Company are listed, or the Articles of Association.

The shareholders of the Company shall assume the following obligations

- (I) to abide by laws, administrative regulations and the Articles of Association;
- (II) to pay for shares in accordance with the shares subscribed and the method of subscription;
- (III) not to withdraw capital except as provided by laws and regulations;
- (IV) not to abuse shareholders' rights to harm the interests of the Company or other shareholders; not to abuse the Company's independent corporate legal personality and shareholders' limited liability to harm the interests of the Company's creditors;
- (V) other obligations that shall be assumed as stipulated by laws, administrative regulations, departmental rules, regulatory documents, regulatory rules of the place where the shares of the Company are listed and the Articles of Association.

---

## APPENDIX III                      SUMMARY OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

---

If the Company's shareholders abuse their shareholders' rights and cause losses to the Company or other shareholders, they shall be liable for compensation in accordance with the law. If the Company's shareholders abuse the Company's independent corporate legal personality and shareholders' limited liability to evade debts and seriously harm the interests of the Company's creditors, they shall bear joint and several liability for the Company's debts.

Where a shareholder uses two or more companies controlled by him to carry out the conduct provided in the preceding paragraph, each company shall bear joint and several liabilities for the debts of any of the companies.

### **5. General Provisions on Shareholders' General Meeting**

The shareholders' general meeting is the Company's power organ constituted by all shareholders and shall exercise the following functions and powers in accordance with the law:

- (I) to elect and replace directors and decide on matters concerning directors' remuneration;
- (II) to review and approve reports of the Board of Directors;
- (III) to review and approve the Company's profit distribution plan and loss recovery plan;
- (IV) to resolve on the increase or decrease of the Company's registered capital;
- (V) to resolve on the issuance of corporate bonds;
- (VI) to resolve on the Company's merger, division, dissolution, liquidation, or change of corporate form;
- (VII) to amend the Articles of Association;
- (VIII) to resolve on the engagement or dismissal of accounting firms undertaking the Company's audit business by the Company;
- (IX) to review and approve the following matters of guarantee: (1) any guarantee provided after the total external guarantees of the Company and its controlled subsidiaries exceed 50% of the Company's latest audited net assets; (2) any guarantee provided after the Company's total external guarantees exceed 30% of its latest audited total assets; (3) any guarantee where the Company's guarantee amount within one year exceeds 30% of the Company's latest audited total assets; (4) any guarantee provided for those whose asset-liability ratio exceeds 70%; (5) any guarantee with a single guarantee amount exceeding 10% of the latest audited net assets; (6) guarantees provided to shareholders, de facto controllers and their related parties;
- (X) to review and approve matters where the Company purchases or sells significant assets exceeding 30% of the Company's latest audited total assets within one year;
- (XI) to review and approve matters concerning the change in the use of proceeds raised;
- (XII) to review and approve equity incentive plans and employee stock ownership plans;
- (XIII) to review other matters that shall be decided by the shareholders' general meeting as stipulated by laws, administrative regulations, departmental rules, regulatory rules of the place where the shares of the Company are listed or the Articles of Association.

The shareholders may authorize the Board of Directors to resolve on the issuance of corporate bonds.

---

## APPENDIX III                      SUMMARY OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

---

The annual general meeting of shareholders shall be convened once a year and shall be held within six months after the end of the preceding accounting year. Under any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date of actual occurrence:

- (I) where the number of directors falls below the statutory minimum number stipulated in the Company Law, or lower than two-thirds of the number provided in the Articles of Association;
- (II) where the losses of the Company that have not been made up reach one-third of its total share capital;
- (III) upon a request made by shareholders who, individually or jointly, hold more than 10% of the Company's shares;
- (IV) when the Board of Directors considers it to be necessary;
- (V) when the Audit Committee proposes to convene such meeting;
- (VI) other circumstances stipulated by laws, administrative regulations, departmental rules, regulatory rules of the place where the shares of the Company are listed and the Articles of Association.

### **6. Convening of shareholders' general meetings**

Shareholders' general meetings shall be convened by the Board of Directors, unless otherwise provided by laws or the Articles of Association. If the board of directors is incapable of performing or is not performing its duties to convene the shareholders' general meeting, the Audit Committee of the company should convene and preside over shareholders' general meeting; if the Audit Committee fails to convene and preside over shareholders' general meeting, shareholders individually or in aggregate holding 10% or more of the company's shares for 90 days or more consecutively may unilaterally convene and preside over shareholders' general meeting.

If the shareholders who separately or aggregately hold 10% or more of the shares of the company request to convene an interim shareholders' meeting, the board of directors shall, within 10 days after the receipt of such request, decide whether to hold an interim shareholders' meeting and reply to the shareholders in writing.

The Audit Committee is entitled to propose to the board of directors for convening of a shareholders' general meeting in writing. In response to such proposal of the Supervisory Committee to convene an interim shareholders' general meeting, the board of directors shall, within ten days after receiving such proposal, provide a response in writing to indicate whether or not the board agrees to convene such interim shareholders' general meeting pursuant to the laws, administrative regulations and the Articles of Association.

Where the board agrees to convene such shareholders' general meeting, a notice to convene such shareholders' general meeting shall be issued within five days after the passing of the relevant resolution by the board, provided that any changes to the original proposal shall be subject to the consent being obtained from the Audit Committee.

Where the board disagrees to convene such shareholders' general meeting, or where the board fails to provide any response within ten days after receiving such proposal, it shall be deemed that the board has not been able to perform or it does not perform its duty to convene such shareholders' general meeting, and the Audit Committee may by itself convene and preside such meeting.

---

## APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

---

### 7. Proposals and notice of the shareholders' general meeting

The board, the audit committee, and shareholders individually or collectively holding more than 1% of the company's shares shall have the right to submit proposals to the company at the shareholders' general meeting convened by the company.

The shareholders who separately or aggregately hold 1% or more of the shares of the company may, 10 days before a shareholders' general meeting is held, submit an interim proposal in writing to the convener. The interim proposal shall contain a clear topic for discussion and specific matters for resolution. The convener shall, within 2 days after it receives such a proposal, issue a supplementary notice to shareholders and submit the interim proposal to the shareholders' meeting for deliberation, unless the interim proposal is in violation of any law, administrative regulation or the articles of association or fails to fall into the scope of functions of the shareholders' meeting.

Except as mentioned above, the convener shall not amend any motion or newly added motion as specified in the notice of the shareholders' general meeting after making announcement of the shareholders' general meeting.

The convener shall notify shareholders the convening of an annual shareholders' general meeting by way of announcement 21 days before the meeting, and the convening of an interim shareholders' general meeting 15 days before the meeting. The abovementioned period shall not include the day on which the meeting is convened.

### 8. Holding of shareholders' general meetings

When a shareholders' general meeting is held, all shareholders registered in the register of shareholders or their proxies shall be entitled to attend the shareholders' general meeting and exercise their voting rights in accordance with relevant laws, regulations and Articles of Association.

Shareholders may attend the shareholders' general meeting in person or appoint a proxy to attend and vote on their behalf. Every shareholder shall be entitled to appoint a proxy and such proxy need not be a shareholder of the Company. A proxy so appointed shall be entitled to exercise the following rights in accordance with the authorization from that shareholder:

- (I) the shareholder's right to speak at the shareholders' general meeting;
- (II) the right to demand, whether on his own or together with others, a poll;
- (III) to exercise the right to vote by a show of hands or by poll; however, if more than one proxy is appointed by a shareholder, such proxies shall only exercise the right to vote on a poll.

An individual shareholder who attends the meeting in person shall present their own identity card or other valid documents or proof evidencing their identity. If a proxy is appointed to attend the meeting on their behalf, such proxy shall produce their own valid proof of identity and the power of attorney from the shareholder.

Legal person shareholders or other institutional shareholders shall be represented at the meeting by the legal representative (responsible person)/executing partner or proxies entrusted by the legal representative (responsible person)/executing partner. Legal representative (responsible person)/executing partner who attends the meeting shall present their own ID card and valid proof evidencing their capacity of legal representative (responsible person)/executing partner. If a proxy is appointed to attend the meeting on their behalf, such proxy shall produce their own ID card and the power of attorney issued by the legal representative (responsible person)/executing partner of legal person shareholders or other institutional shareholders in accordance with the laws or proxy form. If such legal person or other institutional shareholders, attends any meeting by proxy, they shall be deemed to be present in person.

---

## APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

---

The proxy form provided by a shareholder to appoint another person to attend a shareholders' general meeting shall contain the following particulars:

- (I) name of the appointing shareholder, and the class and number of shares held in the Company;
- (II) name of the proxy;
- (III) specific instructions of the shareholder, including instructions to vote for, against or abstain for each resolution proposed at any shareholders' general meeting;
- (IV) the date of issue and validity period of the power of attorney;
- (V) signature (or seal) of the principal. If the principal is a legal person shareholder/other institutional shareholder, the corporate seal shall be affixed or signed by its director or duly appointed agent.

The power of attorney shall specify that in the absence of specific instructions from the shareholder, whether the proxy may vote as he/she thinks fit.

The shareholders' general meetings are presided over by the convener of the chairman. If the chairman is unable or fails to perform their duties, a director jointly elected by more than half of directors shall preside over the shareholders' general meeting.

The shareholders' general meeting convened by the audit committee shall be presided over by the convener of the audit committee. If the convener of the audit committee is unable to perform their duty or does not perform their duty, a member of the audit committee elected by more than half of the members of the audit committee shall preside over the meeting.

The shareholders' general meeting convened by shareholders shall be presided over by the convener or the representative elected by the convener. If for any reason, the convener is unable to elect a representative to preside over the meeting, the shareholder (including the shareholder's proxy) holding the largest number of voting shares among the conveners shall serve as the chairman of the meeting to preside over the meeting.

Where the presider of the shareholders' general meeting violates the rules of procedure, making it impossible to proceed with the shareholders' meeting, with the consent of more than half of the shareholders with voting rights attending the shareholders' general meeting, the shareholders' general meeting may elect a person to act as the presider of the meeting to continue the meeting.

### **9. Voting and resolutions of the shareholders' general meetings**

Resolutions of a shareholders' general meeting shall be divided into ordinary and special resolutions.

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

A special resolution of a shareholders' general meeting shall be passed by no less than two-thirds of the voting rights held by the shareholders (including their proxies) present at the meeting.

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

- (I) the working reports of the Board of Directors;
- (II) plan for distribution of profits and plans for recovery of losses prepared by the Board of Directors;

---

## APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

---

- (III) the appointment and removal of members of the Board of Director, and their remuneration and methods of payment;
- (IV) other matters other than those required by laws, administrative regulations, regulatory rules and regulations of the place where the Company's shares are listed or the Articles of Association that should be passed by special resolutions.

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

- (I) the increase or decrease in registered capital of the Company;
- (II) the division, spin-off, merger, dissolution and liquidation of the Company, as well as the alteration of the form of the Company;
- (III) amendments to the Articles of Association;
- (IV) the purchase and disposal of material assets by the Company within one year or guarantee amount exceeding 30% of the Company's latest audited total assets;
- (V) the share incentive schemes;
- (VI) other matters required by the laws, administrative regulations or the Articles of Association, and which have been determined by ordinary resolutions at the Shareholders' general meeting to have significant impact on the Company and require approval by special resolution.

### BOARD OF DIRECTORS

#### 10. Directors

The directors of a company may include executive directors, non-executive directors and independent directors ("independent director" has the same meaning as "independent non-executive director" in the Hong Kong Listing Rules). Non-executive directors refer to those directors who do not hold any management position in the Company.

Directors shall be elected or replaced by the shareholders' general meeting with a term of office of three years, renewable upon expiry. Labour representative directors shall be elected by the employees' representative meeting, employees' general meeting or other forms of democratic election, and are not required to be submitted to the shareholders' meeting for consideration. A director may be removed by ordinary resolution in meeting before the expiration of his term, but such removal shall not affect any claim for damages by such director under any contract.

The term of office of a director shall commence on the date of appointment and end upon the expiration of the term of office of the current session of the Board. A director may tender his resignation before the expiration of his term of office. If the number of the Board of Directors falls below the statutory minimum due to the resignation of a director, the composition of the special committees of the Board of Directors does not meet the requirements of laws and regulations, the securities regulatory rules of the place where the company's shares are listed or the Articles of Association of the company, or the number of independent directors lacks accounting professionals, the original director shall continue to perform his duties as a director in accordance with the laws, administrative regulations, departmental rules, the regulatory rules of securities of the place where the Company's shares are listed and the articles of association of the Company before the newly elected director takes office. A company shall complete by-election in a timely manner in accordance with the requirements of the securities regulatory rules of the place where the company's shares are listed, to ensure that the composition of directors and their special committees complies with the laws and regulations, the securities regulatory rules of the place where the company's shares are listed, and the articles of association of the company.

---

## APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

---

Senior management can be held concurrently by directors provided that the number of Directors appointed as the senior management and employee representative directors shall not exceed one-half of the total number of directors of the Company.

Directors shall comply with laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed and the articles of association, and owe fiduciary duties to the Company. They shall take measures to avoid conflicts of interest between themselves and the Company, and shall not exploit their positions to seek improper benefits, including, but not limited to:

- (I) not to abuse their position to accept bribes or other illegal income or misappropriate the properties of the Company;
- (II) not to misappropriate the funds of the Company;
- (III) not to set up accounts in their own names or in the name of any other person for the purpose of depositing any of the assets or funds of the Company;
- (IV) not to lend funds of the Company to any other person or use the property of the Company to provide guarantee for any other person without the consent of the shareholders' general meeting or the board of directors in contravention of the provisions of the Articles of Association;
- (V) shall not directly or indirectly sign any contract or deal with the Company before reporting to the Board or the shareholders' general meeting and passing the resolution at the Board meeting or the shareholders' general meeting in accordance with the provisions of the Articles of Association;
- (VI) not to, without the consent of the shareholders' general meeting, abuse their positions to seize business opportunities for themselves or for other persons which should otherwise belong to the Company, unless such business opportunities have been reported to the board of directors or the shareholders' general meeting and approved by the shareholders' general meeting by resolution, or the company may not utilize such business opportunities in accordance with the provisions of laws, administrative regulations or these Articles of Association;
- (VII) not to operate for their own benefit or managing on behalf of others businesses similar to those of the Company without report to and approval by the Board or the shareholders' general meeting by resolution;
- (VIII) not to accept for their own benefits commission in any deal with the Company;
- (IX) not to divulge without authorization confidential information of the Company;
- (X) not to take advantage of their related/connected relationship to prejudice the interests of the Company;
- (XI) other faithful obligations as required by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Any income derived by directors in violation of the provisions of this Article shall belong to the Company. Directors shall be liable for indemnifying the Company against any loss incurred.

---

## APPENDIX III                      SUMMARY OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

---

When the board of directors decides on the matters specified in paragraphs (V) to (VII) of this Article, the related/connected directors shall abstain from voting and their voting rights shall not be counted in the total voting rights. If the number of non-related/non-connected directors present at the meeting of the board of directors is less than three, the matter shall be submitted to the shareholders' general meeting for consideration.

Directors shall abide by laws, administrative regulations and the Articles of Association, exercise the reasonable care that shall be generally possessed by a manager for the best interests of the Company when performing their duties and have the following diligent obligations to the Company:

- (I) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the requirements of PRC laws, administrative regulations and relevant PRC economic policies and are not beyond the business scope specified in the business license of the Company;
- (II) to treat all shareholders impartially;
- (III) to keep informed of the operation and management conditions of the Company in a timely manner;
- (IV) to approve regular reports of the Company in written form, to ensure that all information disclosed is true, accurate and complete;
- (V) to provide the status reports and information to the Audit Committee honestly, and not to hinder the Audit Committee from exercising their power;
- (VI) other diligence obligations required by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

### **11. The Board of Directors**

The Company shall have the Board of Directors, which shall be accountable to the shareholders' general meeting.

The Board of Directors shall comprise eight directors, including one employee representative director, and shall have one chairman. The chairman shall be elected by the Board of Directors by a majority of all directors.

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

- (I) to convene shareholders' general meetings and report on its work to the shareholders' general meetings;
- (II) to implement the resolutions of the shareholders' general meetings;
- (III) to decide on the business plans and investment plans of the Company;
- (IV) to formulate the profit distribution plans and plans for making up losses of the Company;
- (V) to formulate plans for the increase or reduction of the registered capital, the issue of bonds or other securities and the listing of the Company;
- (VI) to formulate plans for major acquisitions of the Company, purchase of the shares of the Company, or merger, division, dissolution and change of corporate form of the Company;

---

**APPENDIX III                      SUMMARY OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

---

- (VII) to decide on matters of the Company including external investments, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted wealth management, connected transactions, and external donations within the scope authorized by the shareholders' general meeting;
- (VIII) to decide on the structure of the internal management bodies of the Company;
- (IX) to decide on the appointment or dismissal of the general manager and other senior management personnel of the Company, and to decide on their remuneration, incentives and punishments; to decide on the appointment or dismissal of the senior management of the Company such as the financial officers upon the nomination by the general manager, and to decide on their remuneration, incentives and penalties;
- (X) to formulate the basic management systems of the Company;
- (XI) to formulate plans for the amendments to the Articles of Association of the Company;
- (XII) to propose to the shareholders' general meeting the appointment or replacement of the accounting firm undertaking audit of the Company;
- (XIII) to receive the work report of the general manager and examine the work of the general manager;
- (XIV) to manage matters in relation to information disclosure of the Company;
- (XV) other functions and powers conferred by laws, administrative regulations, departmental rules, the regulatory rules of the places where the shares of the Company are listed, the Articles of Association or the shareholders' general meeting.

Matters beyond the scope of the authorization of the shareholders' general meetings shall be proposed to the shareholders' general meeting for consideration.

The Chairman shall exercise the following functions and powers:

- (I) to preside over shareholders' general meetings and to convene and preside over board meetings;
- (II) to supervise and examine the implementation of the resolutions of the Board of Directors;
- (III) to sign the securities issued by the Company, important documents of the Board of Directors and other documents that shall be signed by the chairman;
- (IV) to exercise special disposal powers over affairs of the Company in compliance with legal provisions and in the interests of the Company in the event any emergency caused by force majeure such as extraordinary natural disasters, and report to the Board of Directors and the shareholders' general meeting afterwards;
- (V) other functions and powers delegated by the Board of Directors.

The Company shall convene board meetings at least four times a year, which shall be convened by the chairman. Written notice of a regular meeting shall be given to all directors at least 14 days in advance of the meeting.

A board meeting shall only be held with the presence of more than half of the directors. Resolutions of the Board of Directors shall be passed by a simple majority of all directors.

---

## APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

---

In voting on resolutions of the Board of Directors, each director shall have one vote.

The Board of Directors of the Company shall establish the audit committee, which shall exercise the functions and powers of a supervisory committee as stipulated in the Company Law. The audit committee shall comprise three members, all of whom shall be non-executive directors. At least half of the members shall be independent non-executive directors, and at least one of these independent non-executive directors shall be a person with appropriate professional qualifications or expertise in accounting or related financial management as required by the Listing Rules. An accounting professional with appropriate professional qualifications or accounting or related financial management expertise as required under the Listing Rules among the independent non-executive directors shall act as the convener. The Board of Directors of the Company shall also establish other specialized committees, such as the strategy and ESG Committee and the nomination and remuneration committee, which shall perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals of the specialized committees shall be submitted to the Board of Directors for consideration and decision. The terms of reference of the specialized committees shall be formulated by the Board of Directors.

The audit committee shall be responsible for reviewing the financial information of the Company and its disclosure, and supervising and evaluating the internal and external audit work and internal controls. The following matters shall be approved by a majority of all members of the audit committee before being submitted to the Board of Directors for consideration:

- (I) disclosure of financial accounting reports and financial information in periodic reports, and internal control evaluation reports;
- (II) appointment or dismissal of the accounting firm undertaking audit of the Company;
- (III) appointment or dismissal of the financial officers of the Company;
- (IV) changes in accounting policies or accounting estimates, or corrections of material accounting errors, made for reasons other than changes in accounting standards;
- (V) other matters stipulated by laws, administrative regulations, provisions of the CSRC, the securities regulatory rules of the places where the shares of the Company are listed, and the Articles of Association.

### GENERAL MANAGER AND OTHER SENIOR MANAGER

#### 12. General Manager and Other Senior Management

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

The general manager, financial officer of the Company and other senior management appointed by the Board of Directors shall be the senior management of the Company.

The general manager shall serve a term of three years and may serve consecutive terms if re-appointed. The general manager and other senior management may tender their resignation prior to the expiration of their terms of office. When the senior management request to resign, they shall submit a written report to the Board of Directors in advance, and shall not evade their corresponding responsibilities by means of resignation or otherwise. The resignation report shall become effective upon delivery to the Board of Directors. If the general manager commits any malpractices or gross negligence, he/she may be dismissed at any time by a resolution of the Board of Directors.

---

## APPENDIX III SUMMARY OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

---

The general manager shall be responsible to the Board and Directors and shall exercise the following functions and powers:

- (I) to be in charge of the production and operational management of the Company, to organize the implementation of the resolutions of the Board of Directors, and to report on his/her work to the Board of Directors;
- (II) to organize the implementation of annual business plans and investment plans of the Company;
- (III) to formulate plans for the establishment of the internal management bodies of the Company;
- (IV) to formulate the basic management system of the Company;
- (V) to formulate specific rules of the Company;
- (VI) to propose to the Board of Directors the appointment or dismissal of financial officers and other senior management of the Company;
- (VII) to decide on the appointment or dismissal of management other than those whose appointment or dismissal shall be decided by the Board of Directors;
- (VIII) other functions and powers conferred by the Articles of Association or the Board of Directors.

The general manager shall attend board meetings.

### FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDIT

#### 13. Financial and Accounting Systems

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

When the Company distributes its after-tax profit for the year, it shall appropriate 10% of the profit to the statutory reserve fund of the Company. If the cumulative amount of the statutory reserve fund of the Company reaches 50% or more of the registered capital of the Company, no further appropriation is required.

Where the statutory reserve fund of the Company is insufficient to make up for the losses of the previous years, the profit of the current year shall first be used to make up for such losses prior to making appropriations to the statutory reserve fund in accordance with the preceding paragraph.

After appropriating to the statutory reserve fund from the after-tax profit, the Company may also appropriate to the discretionary reserve fund from the after-tax profit upon a resolution of the shareholders' general meeting.

The remaining after-tax profit of the Company after making up for losses and making appropriations to the reserve funds shall be distributed in proportion to the shares held by the shareholders.

Where the Company distributes profits to the shareholders in violation of the provisions of this article, the shareholders shall return to the Company the profits distributed in violation of the provisions. If losses are caused to the Company, the shareholders and the directors and senior management who are responsible shall be liable for compensation.

The shares of the Company held by the Company shall not participate in profit distribution.

---

## **APPENDIX III                      SUMMARY OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

---

The reserve funds of the Company shall be applied to make up the losses of the Company, expand its production and business operations or increase the registered capital of the Company. Where the reserve funds are used to make up the losses of the Company, the discretionary reserve fund and the statutory reserve fund shall be used first. Where the losses still cannot be made up, the capital reserve fund may be used in accordance with the provisions.

When the statutory reserve fund is capitalized to increase the registered capital, the retained reserve fund shall not be less than 25% of the registered capital of the Company prior to such capitalization.

### **14. Appointment of Accounting Firm**

The Company shall appoint an independent accounting firm that complies with relevant national provisions to perform audits of accounting statements, net asset verification and other related consulting services for a term of one year, which may be renewed. The appointment and dismissal of the accounting firm by the Company shall be subject to the approval of the shareholders' general meeting. The Board of Directors shall not appoint an accounting firm prior to the approval of the shareholders' general meeting. The audit fee of the accounting firm shall be determined by the shareholders' general meeting.

## **NOTICES AND ANNOUNCEMENTS**

### **15. Notice and Announcements**

Notices of the Company shall be given in the following forms:

- (I) delivered by designated persons;
- (II) sent by mail;
- (III) sent by facsimile, e-mail, text message or other means that physically convey the content;
- (IV) by way of announcements;
- (V) other forms stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the places where the shares of the Company are listed, and the Articles of Association.

## **MERGER, DIVISION, INCREASE AND REDUCTION OF CAPITAL, DISSOLUTION AND LIQUIDATION**

### **16. Merger, Division and Increase and Reduction of Capital**

The merger of the Company may take the form of merger by absorption or merger by new establishment.

The absorption of other companies by one company is a merger by absorption, and the absorbed company is dissolved. The merger of two or more companies to establish a new company is a merger by new establishment, and the merging parties are dissolved.

In the event of a division of the Company, its property shall be divided accordingly.

In the event of a division of the Company, a balance sheet and a property inventory shall be prepared. The Company shall notify its creditors within 10 days from the date on which the resolution in relation to division is passed, and publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days.

---

## APPENDIX III                      SUMMARY OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

---

When the Company reduces its registered capital, a balance sheet and a property inventory shall be prepared.

The Company shall notify its creditors within 10 days from the date on which the resolution in relation to the reduction of the registered capital is passed by the shareholders' general meeting, and publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days. Creditors have the right to request the Company to pay off its debts or provide corresponding guarantees within 30 days from the date of receiving the notice, or within 45 days from the date of the announcement for those who have not received the notice.

When the Company reduces its registered capital, it shall correspondingly reduce the capital contribution or shares in proportion to the shareholders' capital contributions or shares held, unless otherwise provided by law or the Articles of Association.

Where the Company undergoes a merger or division resulting in changes to its registered information, it shall apply to the company registration authority for change of registration in accordance with law. Where the Company dissolves, it shall apply for cancellation of company registration in accordance with law. Where a new company is established, it shall apply for company establishment registration in accordance with law. If the Company increases or reduces its registered capital, it shall apply to the company registration authority for change of registration in accordance with law.

### **17. Dissolution and Liquidation**

The Company may dissolve for the following reasons:

- (I) the expiration of the business term stipulated in the Articles of Association or the occurrence of any other grounds for dissolution stipulated in the Articles of Association;
- (II) the shareholders' general meeting resolves to dissolve;
- (III) dissolution due to a merger or division of the Company;
- (IV) its business license is revoked and it is ordered to close or it is deregistered in accordance with law;
- (V) Where the Company faces serious difficulties in business operation and management, and its continued existence will cause material losses to the interests of the shareholders, and the issues may not be resolved through other means, shareholders holding 10% or more of the voting rights of the Company may apply to the people's court for dissolution of the Company.

In case of any grounds for dissolution stipulated in the preceding paragraph, the Company shall make public an announcement in relation to such grounds through the National Enterprise Credit Information Publicity System within 10 days.

The liquidation committee shall notify the creditors within 10 days from the date of its establishment, and publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 60 days. Creditors shall declare their claims to the liquidation committee within 30 days from the date of receiving the notice, or within 45 days from the date of the announcement for those who have not received the notice.

When a creditor declares its claim, it shall state the relevant matters of the claim and provide supporting materials. The liquidation committee shall register such claims.

The liquidation committee shall not make settlement to creditors during the period of declaring claims.

---

**APPENDIX III                      SUMMARY OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

---

The remaining property of the Company, after respectively paying liquidation expenses, employees' wages, social insurance premiums and statutory compensation, paying outstanding taxes, and settling the debts of the Company, shall be distributed in proportion to the shares held by the shareholders. During the liquidation period, the Company continues to exist, but shall not carry out any business activities unrelated to the liquidation. The property of the Company shall not be distributed to the shareholders until the settlement specified in the preceding paragraph have been made.