SUMMARY OF ARTICLES OF ASSOCIATION OF THE COMPANY

This Appendix contains a summary of the principal provisions of the Articles of Association ("the Articles of Association"), which will become effective on the date on which the H Shares are **[REDACTED]** on the Hong Kong Stock Exchange. The main purpose of this Appendix is to provide potential **[REDACTED]** with an overview of the Articles of Association and it may not necessarily contain all information that is important to potential **[REDACTED]**.

GENERAL PROVISIONS

The Company is a joint stock limited company established in accordance with the Company Law, the Securities Law and other relevant regulations.

The total assets of the Company shall be divided into equal shares. Shareholders shall be liable for the Company to the extent of the shares subscribed for by them. The Company shall be liable for its debts with all of its assets.

From the date of its effectiveness, the Articles of Association shall become a legally binding document that governs the organization and conduct of the Company, as well as the rights and obligations between the Company and its shareholders, and among shareholders. They shall be legally binding on the Company, its shareholders, directors, and senior management members. In accordance with the Articles of Association, shareholders may sue shareholders, shareholders may sue the Company's directors and senior management members, and shareholders may sue the Company. The Company may also sue shareholders, directors, and senior management members.

BUSINESS OBJECTIVE AND SCOPE

Business objective of the Company: integrity, diligence, and enthusiasm.

Upon registration according to law, the Company's business scope includes:

Licensed items: import and export of goods; import and export of technologies. (For items requiring approval in accordance with the law, business activities may be carried out only after approval by relevant departments. Specific business activities shall comply with the approval documents or permits issued by relevant departments.)

General items: manufacture of glass fibers and products thereof; sales of glass fibers and products thereof; manufacture of electronic special materials; sales of electronic special materials; R&D of electronic special materials; manufacture of synthetic materials (excluding hazardous chemicals); sales of synthetic materials; R&D of new material technologies; manufacture of high-performance fibers and composite materials; sales of high-performance fibers and composite materials; sales of chemical products (excluding licensed chemical products); sales of electronic special equipment; sales of textile special equipment. Technical services, technology development, technology consulting, technology exchange, technology transfer, and technology promotion. (Except for items requiring approval in accordance with the law, business activities may be carried out independently in accordance with the law with the business license).

The aforementioned business scope shall be subject to the registration with the company registration authority.

SHARES

Issuance of Shares

The issuance of the Company's shares follows the principles of openness, fairness, and justice. Each share of the same class shall have equal rights.

Shares issued at the same time and within the same class shall be issued on the same conditions and at the same price. Any subscriber shall pay the same price for each of the shares it or he/she subscribes for.

Increase, Decrease and Repurchase of Shares

The Company may, upon resolutions by shareholders' meetings, adopt the following methods to increase its capital in accordance with its business and development needs and pursuant to the laws, regulations and the securities regulatory rules of the place where the Company's shares are listed:

(I) offering of shares to non-specific objects;

(II) offering of shares to specific objects;

(III) distribution of bonus shares to existing shareholders;

(IV) conversion of funds in the capital reserve to share capital;

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

The Company may reduce its registered capital. The reduction of registered capital by the Company shall follow the procedures set forth in the Company Law, the securities regulatory rules of the place where the Company's shares are listed, other relevant regulations and the Articles of Association.

The Company shall not purchase its own shares, except in any of the following circumstances:

(I) reducing the registered capital of the Company;

(II) merging with another company holding shares in the Company;

(III) using shares for the employee stock ownership plan or equity incentives;

(IV) acquiring the shares of shareholders who vote against any resolution adopted at the shareholders' meeting on the merger or division of the Company and request the Company to acquire their shares;

(V) using shares for converting corporate bonds issued by the Company that can be converted to shares;

(VI) acquiring shares in a manner as necessary for maintenance of the Company's value and shareholders' rights and interests;

The Company may acquire its own shares through public centralized trading provided that it complies with the securities regulatory rules of the place where the Company's shares are **[REDACTED]**, or other ways approved by the laws, regulations, the CSRC, and the Hong Kong Stock Exchange.

The acquisition of its own shares by the Company under the circumstances set out in Items (III), (V) or (VI) above shall be conducted through public centralized trading.

Acquisition of its own shares by the Company under the circumstances specified in Items (I) or (II) above shall be subject to a resolution adopted by the shareholders' meeting; acquisition of its own shares by the Company under the circumstances specified in Items (III), (V) or (VI) above shall, provided that it complies with the applicable securities regulatory rules of the place where the Company's shares are listed, be subject to a resolution adopted at a Board meeting attended by more than two-thirds of the directors.

After the Company has acquired its own shares in accordance with the first paragraph, the shares acquired under the circumstance stipulated in Item (I) shall be deregistered within 10 days from the date of acquisition; the shares shall be assigned or deregistered within six months if the acquisition of shares is made under the circumstances stipulated in either Item (II) or Item (IV); and the shares of the Company held in total by the Company after the acquisition of shares under the circumstances stipulated in Item (III), Item (V) or Item (VI) shall not exceed 10% of the Company's total shares in issue, and shall be assigned or deregistered within three years.

Notwithstanding the foregoing provisions, if applicable laws and regulations, other provisions of the Articles of Association, or the laws or securities regulatory authorities of the place where the Company's shares are listed stipulate otherwise regarding the aforementioned matters involving the repurchase of the Company's shares, the Company shall comply with such provisions. The repurchase of the Company's H shares shall comply with the Hong Kong Listing Rules and other relevant laws, regulations, and regulatory provisions of the place where the Company's H shares are **[REDACTED]**.

Where the Company acquires its own shares, it shall fulfill its information disclosure obligations in accordance with applicable laws and regulations such as the Securities Law and the Hong Kong Listing Rules, as well as the regulatory provisions of the place where the Company's shares are **[REDACTED]**.

Transfer of Shares

Shares of the Company may be transferred according to the laws. All transfers of H shares shall be effected by a written instrument of transfer in the usual or ordinary form or in any other form acceptable to the Board of Directors (including the standard transfer form or instrument of transfer prescribed by the Hong Kong Stock Exchange from time to time). Such instrument of transfer may be executed only under hand or, in the case of a transferor or transferee being a company, under its valid corporate seal. If the transferor or transferee is a recognized clearing house (hereinafter referred to as the "Recognized Clearing House") or its nominee as defined under the relevant ordinances in force in Hong Kong from time to time, the instrument of transfer may be executed under hand or by mechanical means. All instruments of transfer shall be kept at the legal address of the Company or at such other place as the Board of Directors may from time to time determine.

The Company does not accept its own shares as collateral for a pledge.

Shares of the Company issued prior to the public issuance of A shares shall not be transferred within one year from the date on which the shares of the Company are listed and traded on the Shanghai stock exchange.

The Directors and senior management members of the Company shall report to the Company their shareholdings in the Company and changes thereof and shall not transfer more than 25% of the total shares held by them in the Company per annum during their terms of office determined at their assumption of duty; the shares they hold in the Company shall not be transferred within 1 year from the date on which the shares of the Company are listed and traded. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company. If laws, administrative regulations or the listing rules of the place where the Company's shares are listed stipulate otherwise regarding the restrictions on the transfer of the Company's shares, such provisions shall prevail.

If the shareholders holding more than 5% of the Company's shares, the directors, senior management members sell the Company's shares or other equity securities held by them within six months after buying the same or buy the Company's shares or other equity securities within six months after selling the same, the earnings arising therefrom shall belong to the Company and shall be forfeited by the Board of the Company. However, this provision does not apply to securities companies that hold more than 5% of the Company's shares due to the purchase of remaining shares after underwriting, and other circumstances stipulated by the CSRC.

SHAREHOLDERS AND SHAREHOLDERS' MEETING

General Provisions of Shareholders

The Company shall set up a register of members in accordance with the certificates provided by the securities registration institution. The register of members shall be sufficient evidence proving the holding of the shares in the Company by a shareholder. The original copy of the register of members for H shareholders shall be kept in Hong Kong, China. The appointed overseas agent shall at all times ensure the consistency between the original and duplicate copies of the register of members for overseas-listed shares. The Hong Kong branch register of members must be available for inspection by shareholders, but the Company may suspend the registration of shareholders in accordance with the provisions of applicable laws, regulations, and the securities regulatory rules of the place where the Company's shares are **[REDACTED]**.

Shareholders shall enjoy rights and undertake obligations according to the class of shares they hold. Shareholders holding shares of the same class shall enjoy the same rights and undertake the same obligations.

When the Company convenes a shareholders' meeting, distributes dividends, undergoes liquidation, or engages in any other activities that require the identification of shareholders, the Board of Directors or the convener of the shareholders' meeting shall determine the record date. Shareholders registered in the register of members at the close of business on the record date are entitled to the relevant rights.

The shareholders of the Company shall have the following rights:

(I) to obtain dividends and other forms of profit distribution in proportion to the number of shares held by them;

(II) to request, convene, chair, attend or appoint a proxy to attend a shareholders' meeting according to laws, and to exercise corresponding voting rights;

(III) to supervise the Company's business operations, propose recommendations or raise inquiries;

(IV) to transfer, bestow or pledge their shares in the Company in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association;

(V) to inspect and copy the Articles of Association, register of members, minutes of shareholders' meetings, resolutions of Board meetings, and financial and accounting reports, while the eligible shareholders may inspect the Company's accounting books and vouchers;

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

(VII) to require the Company to repurchase their shares in the event of objection to resolutions of the shareholders' meetings concerning merger or division of the Company;

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

If a shareholder requests to inspect, copy the information referred to in the preceding article or to obtain materials, he/she shall provide the Company with a written document proving the class and number of shares held in the Company. After verifying the shareholder's identity, the Company shall provide the requested information in accordance with the shareholder's requirements. When shareholders request to inspect or copy the relevant materials of the Company, they shall comply with the provisions of laws and administrative regulations such as the Company Law, the Securities Law, and the securities regulatory rules of the place where the Company's shares are listed.

Shareholders who individually or jointly hold 3% or more of the Company's shares for more than 180 consecutive days may request to inspect the Company's accounting books and accounting vouchers. Shareholders requesting to inspect the Company's accounting books and accounting vouchers shall submit a written request to the Company and state their purposes. If the Company has reasonable grounds to believe that the shareholders have an improper purpose in inspecting the accounting books and accounting vouchers, which may impair the legitimate interests of the Company, the Company may refuse to provide the inspection, and shall provide a written reply to the shareholders stating the reasons within 15 days from the date of the shareholders' written request. If the Company refuses to provide the inspection, the shareholders may file a lawsuit with the People's Court.

Shareholders may entrust intermediaries such as accounting firms and law firms to inspect the materials specified in the preceding paragraph.

Shareholders and their entrusted intermediaries, such as accounting firms and law firms, shall comply with the provisions of laws and administrative regulations concerning the protection of state secrets, commercial secrets, personal privacy, and personal information when inspecting and copying relevant materials.

The provisions of the preceding four paragraphs shall apply where shareholders request to inspect and copy relevant materials of the Company's wholly-owned subsidiaries.

If any resolution of the shareholders' meeting or the Board of the Company runs against the laws and administrative regulations, the shareholders shall have the right to request the people's court to invalidate the said resolution.

If the convening procedure or voting method of the shareholders' meetings or Board meetings violates the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, or the content of a resolution runs counter to the Articles of Association, the shareholders shall have the right to request the people's court to rescind such resolution within 60 days after adoption of the resolution, unless there is only a slight defect in the convening procedure or voting method of shareholders' meetings or Board meetings, which has no substantive impact on the resolution.

In the event of a dispute regarding the validity of the resolution of a shareholders' meeting among the Board of Directors, shareholders and other relevant parties, legal action shall be promptly initiated with the people's court. Until the people's court issues a judgment or ruling, such as rescinding the resolution, the parties involved shall implement the resolution of the shareholders' meeting, and no entity shall refuse to implement the content of the resolution on the grounds that the resolution of the shareholders' meeting is invalid. The Company, its directors, and senior management members shall diligently discharge their duties to ensure the normal operation of the Company.

Where the people's court makes a judgment or ruling on the relevant matters, the Company shall, in accordance with the laws, administrative regulations, and the provisions of the CSRC, the Hong Kong Stock Exchange, and the Shanghai Stock Exchange, perform its information disclosure obligations, fully explain the impact, and actively cooperate in the execution of the judgment or ruling after it becomes effective. If the correction of previous matters is involved, the Company shall deal with it in a timely manner and fulfill the corresponding information disclosure obligations.

Under any of the following circumstances, a resolution of the shareholders' meeting or the Board of Directors of the Company shall not be formed:

(I) a resolution is adopted without holding a shareholders' meeting or a meeting of the Board of Directors;

(II) the matters to be resolved are not voted on at a shareholders' meeting or a meeting of the Board of Directors;

(III) the number of persons present at a meeting or the number of voting rights held by them is less than the number of persons or the number of voting rights held as prescribed in the Company Law or the Articles of Association;

(IV) the number of persons voting for the matters to be resolved or the number of voting rights held by them is less than the number of persons or the number of voting rights held as prescribed in the Company Law or the Articles of Association.

When directors or senior management members, excluding members of the Audit Committee, violate laws, administrative regulations, or the Articles of Association while performing their duties for the Company, thereby causing losses to the Company, shareholders who individually or jointly hold 1% or more of the Company's shares for more than 180 days consecutively shall have the right to submit a written request to the Audit Committee to initiate legal proceedings to the people's court. When members of the Audit Committee violate laws, administrative regulations or the Articles of Association while performing their duties for the Company, thereby causing losses to the Company, the aforementioned shareholders may submit a written request to the Board of Directors to initiate legal proceedings to the people's court.

If the Audit Committee or the Board of Directors refuses to initiate legal proceedings after receiving the written request from the shareholders as stipulated in the preceding paragraph, fails to initiate legal proceedings within 30 days from the date of receiving such request, or if the situation is urgent and failure to initiate legal proceedings immediately would cause irreparable harm to the interests of the Company, the shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings to the people's court in their own name for the benefit of the Company.

If others infringe upon the legitimate rights and interests of the Company, causing losses to the Company, the shareholders specified in the first paragraph of this article may initiate legal proceedings to the people's court in accordance with the provisions of the preceding two paragraphs.

Where the directors, supervisors, or senior management members of a wholly-owned subsidiary of the Company violate laws, administrative regulations, or the Articles of Association while performing their duties, causing losses to the Company, or where others infringe upon the legitimate rights and interests of the wholly-owned subsidiary of the Company, resulting in losses, shareholders who individually or collectively hold 1% or more of the Company's shares for more than 180 days consecutively may, in accordance with the first three paragraphs of Article 189 of the Company Law, submit a written request to the board of supervisors or the board of directors of the wholly-owned subsidiary to initiate legal proceedings to the people's court, or directly initiate legal proceedings to the people's court in their own name.

Where a wholly-owned subsidiary of the Company does not establish a Board of Supervisors or have supervisors, but establishes an Audit Committee, the provisions of the first and second paragraphs above shall apply.

If directors or senior management members violate laws, administrative regulations, or the Articles of Association, thereby harming the interests of shareholders, the shareholders may initiate legal proceedings against the people's court.

The shareholders of the Company shall undertake the following obligations:

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

(II) to pay subscription funds as per the shares subscribed for and the method of subscription;

(III) not to make divestment unless in the circumstances stipulated by laws and regulations;

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

(V) to assume other obligations as provided by the laws, administrative regulations and the Articles of Association.

If any shareholder of the Company abuses his/her shareholder's right, thereby causing any loss to the Company or other shareholders, the said shareholder shall be liable for compensation according to law.

Any shareholder of the Company who abuses the Company's independent legal person status and shareholders' limited liability to evade debts and seriously damage the interests of the Company's creditors shall assume joint and several liability for the Company's debts.

General Provisions on Shareholders' Meetings

The shareholders' meeting of the Company shall comprise all the shareholders. The shareholders' meeting is the organ of authority of the Company, and shall exercise the following functions and powers pursuant to the law:

(I) to elect and replace directors, and decide on matters related to directors' remuneration;

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

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

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

(V) to resolve on issuance of bonds of the Company;

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

(VII) to amend the Articles of Association;

(VIII) to resolve on the engagement and dismissal of accounting firms responsible for audit matters of the Company;

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

(X) to consider and approve matters relating to transactions specified in the Articles of Association;

(XI) to consider matters regarding the Company's purchase or sale of material assets within one year in excess of 30% of the latest audited total assets of the Company;

(XII) to consider and approve matters relating to the changes in the use of proceeds;

(XIII) to consider and approve equity incentive scheme and employee stock ownership plan;

(XIV) The annual shareholders' meeting of the Company may authorize the Board of Directors to decide to issue shares to specific targets with a total financing amount not exceeding RMB300 million and not exceeding 20% of the net assets at the end of the most recent year. Such authorization shall expire on the convening date of the next annual shareholders' meeting.

(XV) to consider other matters which should be decided by the shareholders' meeting as stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

The shareholders' meeting may authorize the Board of Directors to make resolutions on the issuance of corporate bonds. The Company may issue shares or corporate bonds convertible into shares upon a resolution of the shareholders' meeting, or upon a resolution of the Board of Directors as authorized by the Articles of Association or the shareholders' meeting. The specific implementation shall comply with the provisions of laws, administrative regulations, the CSRC, and the stock exchange of the place where the Company's shares are listed.

Unless otherwise provided by laws, administrative regulations the provisions of the CSRC and the rules of the stock exchange of the place where the Company's shares are listed, the aforesaid functions and powers of the shareholders' meeting shall not be exercised by the Board of Directors or other institutions and individuals by means of authorization.

Shareholders' meetings include annual shareholders' meetings and extraordinary shareholders' meetings. Annual shareholders' meetings shall be convened once a year within 6 months from the end of the previous fiscal year.

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

(I) the number of directors falls short of the quorum stipulated in the Company Law or is less than 2/3 of the number specified in the Articles of Association;

(II) the unrecovered losses of the Company amount to 1/3 of the total amount of its paid-in share capital;

(III) it is required by shareholders individually or jointly holding 10% or more of the Company's shares;

(IV) the Board deems it necessary to convene the meeting;

(V) the Audit Committee proposes to convene the meeting;

(VI) there arise other circumstances as stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

The number of shares held by shareholders as described in item (III) above shall be calculated as per the shares of the Company held by such shareholders on the day of making the written request.

The venue of shareholders' meetings of the Company shall be the domicile of the Company or any other specific location designated by the convener of the shareholders' meeting.

A meeting venue shall be set for the shareholders' meeting which shall be held in the form of an on-site meeting. The Company shall also provide online voting to facilitate shareholders' participation in the shareholders' meeting. Shareholders participating in the shareholders' meeting through the above methods shall be deemed as present.

Convening of Shareholders' Meetings

The Board shall convene shareholders' meetings in a timely manner within the periods specified. With the approval of a simple majority of all independent directors, the independent directors shall be entitled to propose the convening of an extraordinary shareholders' meeting to the Board of Directors. Regarding the proposal of the independent directors to convene an extraordinary shareholders' meeting, the Board shall, pursuant to laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, give a written reply on whether or not to agree on the convening of the extraordinary shareholders' meeting within 10 days after receipt of the proposal.

If the Board of Directors agrees to hold the extraordinary shareholders' meeting, it shall serve a notice of such meeting within 5 days after the resolution is made. If the Board of Directors does not agree to hold the extraordinary shareholders' meeting, it shall give the reasons and publish an announcement in respect thereof.

The Audit Committee has the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting, and such proposal shall be submitted to the Board of Directors in writing. The Board shall, pursuant to laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, give a written reply on whether or not to agree on the convening of the extraordinary shareholders' meeting within 10 days after receipt of the proposal.

Where the Board agrees to convene an extraordinary shareholders' meeting, a notice on the convening of the shareholders' meeting shall be issued within 5 days after the resolution is passed by the Board; any changes to the original proposal set forth in the notice shall be subject to the consent of the Audit Committee.

Where the Board does not agree to convene an extraordinary shareholders' meeting, or fails to reply within 10 days upon receipt of the proposal, the Board shall be deemed as not being able to perform or failing to perform its duty to convene the shareholders' meeting, and the Audit Committee may convene and preside over such 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 to convene an extraordinary shareholders' meeting, and such request shall be made to the Board in writing. The Board shall, pursuant to laws, administrative regulations and the Articles of Association, give a written reply on whether or not to agree on the convening of the extraordinary shareholders' meeting within 10 days after receipt of the request.

Where the Board agrees to convene an extraordinary shareholders' meeting, a notice on the convening of the shareholders' meeting shall be issued within 5 days after the resolution is passed by the Board, and the changes to the original request set forth in the notice shall be approved by the relative shareholders.

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

Where the Audit Committee agrees to convene an extraordinary shareholders' meeting, a notice on convening the shareholders' meeting shall be issued within 5 days upon receipt of the request, and the changes to the original request set forth in the notice shall be subject to approval by relative shareholders.

If the Audit Committee fails to serve a notice on convening of the shareholders' meeting within the prescribed period, it shall be deemed as failing to convene and preside over the shareholders' meeting, and the shareholders severally or jointly holding 10% or more of the Company's shares for 90 days consecutively may convene and preside over the meeting by themselves.

If the Audit Committee or shareholders decide to convene a shareholders' meeting by itself/themselves, it/they shall notify the Board of Directors in writing and, at the same time, file the same with the stock exchange of the place where the Company's shares are listed in accordance with the securities regulatory rules of the place where the Company's shares are listed.

The Audit Committee or the convening shareholders shall submit the relevant supporting materials to the stock exchange where the Company's shares are listed in accordance with the securities regulatory rules of the place where the Company's shares are listed when issuing a notice of the shareholders' meeting and the announcement of the resolution of the shareholders' meeting.

The shares held by the convening shareholders prior to the announcement of the resolution of the shareholders' meeting shall not be below 10% of the shares of the Company.

With regard to the shareholders' meeting convened by the Audit Committee or the shareholders itself/themselves, the Board of Directors and its secretary shall offer cooperation, and the Board shall provide a register of members as of the record date.

For the shareholders' meetings convened by the Audit Committee or shareholders on their own, the Company shall bear the necessary expenses for the meetings.

Proposals and Notices of Shareholders' Meetings

The content of proposals of the shareholders' meeting shall fall within the functions and powers of the shareholders' meeting, have clear topics for discussion and specific matters to be resolved and comply with relevant provisions of the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Where the Company convenes a shareholders' meeting, the Board, the Audit Committee, and shareholders individually or jointly holding 1% or more shares of the Company shall have the right to make proposals to the Company.

Shareholders severally or jointly holding 1% or more shares of the Company may raise temporary proposals and submit them to the convener in writing 10 days before the shareholders' meeting is held. The convener shall, within 2 days after receipt of the temporary proposals, issue a supplementary notice of shareholders' meeting announcing the content of such proposals, and submit such proposals to the shareholders' meeting for deliberation. However, this provision shall not apply if the temporary proposals are in violation of any laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association or fall outside the scope of functions and powers of the shareholders' meeting.

Save as specified in the preceding paragraph, the convener, after issuing the notice of the shareholders' meeting, shall neither revise the proposals stated in the notice of shareholders' meetings nor add new proposals.

If the shareholders' meeting is required to be postponed due to the issuance of a supplementary notice of such meeting in accordance with the securities regulatory rules of the place where the Company's shares are listed, the convening of the shareholders' meeting shall be postponed in accordance with such securities regulatory rules.

The shareholders' meeting shall not vote or resolve on any proposals which are not stated in a notice of the shareholders' meeting or are not in compliance with the Articles of Association.

The convener shall notify shareholders of the annual shareholders' meeting in writing (including by announcement) 21 days prior to the meeting. For an extraordinary shareholders' meeting, shareholders shall be notified in writing (including by announcement) 15 days prior to the meeting. In calculating the aforesaid "21-day" and "15-day" periods, the date of the meeting shall be excluded. If the shareholders' meeting is required to be postponed due to the issuance of a supplementary notice of such meeting in accordance with the securities regulatory rules of the place where the Company's shares are listed, the convening of the shareholders' meeting shall be postponed in accordance with such securities regulatory rules.

The notice of a shareholders' meeting shall specify:

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

(II) matters and proposals submitted for consideration at the meeting;

(III) a clear statement that all shareholders are entitled to attend the shareholders' meeting and appoint proxies in writing to attend and vote at such meeting and that such proxies need not be shareholders of the Company;

(IV) the date of registration of equity entitlements for shareholders having the right to attend the shareholders' meeting;

(V) the name and telephone number of the contact person for the meeting;

(VI) the timing and procedures for voting by Internet or other means.

Notices or supplementary notices of shareholders' meetings shall adequately and completely disclose the specific contents of all proposals. Where the matters to be discussed require independent directors to express their opinions, the opinions and reasons of the independent directors shall be disclosed at the same time when the notice or supplementary notice of the shareholders' meeting is issued.

Where the elections of directors are proposed to be discussed at the shareholders' meeting, the notice of the shareholders' meeting shall sufficiently disclose the particulars of the candidates for directors, and shall include at least the following content:

(I) personal particulars, including educational background, work experience, and part-time jobs;

(II) whether there is any related party relation with the Company or its controlling shareholders and actual controllers;

(III) the number of shares of the Company held;

(IV) whether he/she has been punished by the CSRC or any other relevant authority or reprimanded by the stock exchange of the place where the Company's shares are listed;

(V) other contents stipulated by the securities regulatory rules of the place where the Company's shares are listed.

Unless a director is elected via the cumulative voting system, each candidate for director shall be proposed via a single proposal.

After the notice of the shareholders' meeting is issued, such meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall make an announcement and give the reasons therefor at least 2 working days before the original date of the shareholders' meeting. Where the securities regulatory rules of the place where the Company's shares are listed have special provisions on the procedures for postponing or cancelling a shareholders' meeting, such provisions shall prevail, provided that they do not violate domestic regulatory requirements.

Holding of Shareholders' Meetings

All the shareholders recorded in the register of members on the date of record or their proxies shall be entitled to attend the shareholders' meetings and exercise their voting rights according to relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Shareholders may attend shareholders' meetings in person or appoint one or more persons as proxies to attend and vote at the meeting on their behalf.

Such proxy need not be a shareholder of the Company.

The shareholders' meetings shall be presided over by the chairman of the Board of Directors. Where the chairman is unable to perform his/her duties or fails to perform his/her duties, the vice chairman (if the Company has two or more vice chairmen, the vice chairman jointly recommended by more than half of the directors) shall preside; where the Company does not have a vice chairman, or the vice chairman cannot or does not fulfill the duty thereof, a simple majority of the directors may jointly elect 1 director to preside over the meeting.

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

A shareholders' meeting convened by the shareholders themselves shall be presided over by the convener or a representative recommended by the convener. When a shareholders' meeting is held and the presider violates the rules of procedure, which makes it difficult for the shareholders' meeting to continue, a person may be elected at the shareholders' meeting to act as the presider to carry on with the meeting, subject to the approval of a simple majority of the attending shareholders with voting rights.

The Company shall formulate rules of procedure for shareholders' meetings which shall specify in detail the convening, holding and voting procedures of shareholders' meetings, covering notification, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, meeting minutes and their signing, announcements and other contents, and the principles of authorization to the Board of Directors at the shareholders' meeting. The authorization shall be clear and specific.

Resolutions and Voting at Shareholders' Meetings

Resolutions of the shareholders' meeting are classified into ordinary resolutions and special resolutions.

Ordinary resolutions of the shareholders' meeting shall be passed by votes representing more than half of the voting rights held by shareholders attending the shareholders' meeting.

Special resolutions of the shareholders' meeting shall be passed by votes representing more than 2/3 of the voting rights held by shareholders attending the shareholders' meeting.

The aforementioned shareholders shall include those shareholders who appoint proxies to attend the shareholders' meeting.

The following matters shall be passed through ordinary resolutions at the shareholders' meeting:

(I) work reports of the Board of Directors;

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

(III) the appointment or removal of members of the Board of Directors and their remuneration and payment methods;

(IV) matters other than those which shall be passed by special resolutions as specified by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

The following matters shall be passed through special resolutions at the shareholders' meeting:

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

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

(III) amendment to the Articles of Association;

(IV) the purchase or disposal of material assets or provision of guarantee by the Company within a year with aggregate value exceeding 30% of the latest audited total assets of the Company;

(V) equity incentive schemes;

(VI) 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, as well as other matters which are determined by the shareholders' meeting via ordinary resolution to have a material impact on the Company and therefore require approval by special resolution.

Shareholders shall exercise their voting rights according to the number of voting shares they represent, with each share carrying one vote. In voting, shareholders (including proxies thereof) entitled to two or more votes need not cast all their votes as affirmative, negative or abstention votes.

Where any major matter that has an impact on the interests of minority investors is considered at a shareholders' meeting, the votes cast by minority investors shall be counted separately. The separate counting results shall be disclosed responsively and publicly.

Shares of the Company held by the Company shall carry no voting rights, and shall be excluded from the total number of voting shares at a shareholders' meeting.

Where any shareholder is required to abstain from voting on any particular resolution or restricted to voting only for (or only against) any particular resolution according to applicable laws and regulations and the Hong Kong Listing Rules, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted into the total number of voting shares.

If a shareholder purchases any voting shares of the Company in violation of paragraphs 1 and 2 of Article 63 of the Securities Law, voting rights of the shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such shares shall not be counted in the total number of voting shares at the shareholders' meeting.

The Board of Directors, independent directors, shareholders holding more than 1% of voting shares, or investor protection institutions established in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the provisions of the CSRC, may solicit shareholder voting rights. When soliciting shareholder voting rights, the solicitor shall fully disclose specific voting intentions and other relevant information to the solicited parties. It is prohibited to solicit voting rights from shareholders by way of consideration or through disguised compensation. Save for statutory conditions, the Company shall not impose any minimum shareholding limitation for soliciting voting rights.

The aforementioned shareholders shall include those shareholders who appoint proxies to attend the shareholders' meeting.

When the shareholders' meeting considers related party transactions, the related shareholders shall not participate in voting, and the number of voting shares represented by them shall not be included in the total number of valid votes; the announcement of the resolutions of the shareholders' meeting shall fully disclose the voting results of non-interested shareholders.

The procedures for the abstention and voting of interested shareholders at a shareholders' meeting are as follows:

(I) Prior to the consideration of connected transactions at a shareholders' meeting, the Company shall determine the scope of interested shareholders in accordance with the provisions of relevant national laws and regulations and with reference to the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (hereinafter referred to as the "Listing Rules") and the Hong Kong Listing Rules. Interested shareholders or their authorized representatives may attend the shareholders' meeting and state their views to the attending shareholders in accordance with the procedures of the meeting, but shall abstain from voting;

(II) When the shareholders' meeting resolves on matters related to connected transactions, interested shareholders shall voluntarily abstain and shall not participate in voting. If an interested shareholder fails to voluntarily abstain from voting, other shareholders attending the meeting have the right to request the interested shareholder to abstain from voting. After the interested shareholders abstain, other shareholders shall vote according to the voting rights held by them and pass corresponding resolutions in accordance with the provisions of these Articles of Association. The procedures for the abstention and voting of interested shareholders shall be announced by the presider of the shareholders' meeting and recorded in the minutes of the meeting;

(III) A resolution made by the shareholders' meeting on a connected transaction shall only be valid if it is passed by more than half of the voting rights held by the non-interested shareholders attending the shareholders' meeting. However, where the connected transaction involves matters that require a special resolution as stipulated in these Articles of Association, the resolution of the shareholders' meeting shall only be valid if it is passed by more than two-thirds of the voting rights held by the non-interested shareholders attending the shareholders' meeting.

The list of candidates for directors shall be submitted for voting at the shareholders' meetings by way of proposal.

When the shareholders' meeting votes on the election of directors, the cumulative voting system may be implemented in accordance with the provisions of these Articles of Association or the resolutions of the shareholders' meeting. A cumulative voting system shall be implemented when two or more independent directors are elected at the shareholders' meeting.

The methods and procedures for the nomination of directors are as follows:

Directors: The Board of Directors or shareholders individually or jointly holding 1% or more of the Company's shares may propose candidates for directors (excluding employee directors). After the Board of Directors conducts a qualification review and adopts a resolution, the Board of Directors shall submit the proposal to the shareholders' meeting for voting.

Investor protection institutions established in accordance with the law may publicly request shareholders to entrust them to exercise the right to nominate independent directors on their behalf.

The nominators specified in this Article shall not nominate interested persons or close associates who may otherwise affect the independent performance of duties as candidates for independent directors.

Directors who serve as employee director shall be elected through the employee representative assembly or other forms of democratic election.

Before nominating a candidate for director, the nominator shall obtain a written commitment from the candidate, confirming his/her acceptance of the nomination, and promising that the publicly disclosed information of the director candidate is true and complete, and guaranteeing that he/she will earnestly perform the duties of a director after being elected.

The Company may adopt a cumulative voting system for the election of directors (excluding employee directors).

The "cumulative voting system" referred to in the preceding paragraph means that when the shareholders' meeting elects directors (excluding employee directors), each share held by a shareholder shall have the same number of voting rights as the number of directors to be elected, and the total number of voting rights held by a shareholder shall be equal to the product of the number of shares held by him/her and the number of directors to be elected. It is a voting system where a shareholder may concentrate all his/her voting rights on one or more director candidates as he/she wishes. The Board of Directors shall announce the biographical details and basic information of the director candidates to the shareholders.

A shareholder attending any shareholders' meeting shall vote for or against or abstain from voting on each proposal submitted to the meeting for voting. The securities registration and clearing organization shall be the nominal holder of shares under the Chinese mainland and Hong Kong Stock Connect scheme, or the recognized clearing house (or its nominee), except where a declaration is made in accordance with the actual holder's intent.

Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstentions".

Resolutions of the shareholders' meeting shall be announced in due time. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the voting shares of the Company, the voting method, the voting result for every proposal, the resolutions passed, and the detailed content required to be announced.

If a proposal is not adopted or if the current shareholders' meeting amends a resolution of a previous shareholders' meeting, a special notice shall be included in the announcement of the shareholders' meeting resolution.

When the shareholders' meeting passes a proposal regarding the election of directors, the term of office for the newly elected directors shall commence on the passing of the election or at the time specified in the resolution of the shareholders' meeting.

If the shareholders' meeting passes a proposal concerning cash dividends, bonus share issues, or capital reserve conversion into share capital, the Company shall implement the specific plan within 2 months after the conclusion of the shareholders' meeting. If the specific plan cannot be carried out within 2 months due to legal and regulatory requirements or the securities regulatory rules of the place where the Company's shares are listed, the implementation date of the specific plan may be adjusted accordingly based on such provisions and the actual circumstances.

BOARD OF DIRECTORS

General Provisions for Director(s)

Directors of the Company are natural persons. Directors of the Company include executive directors, non-executive directors, and independent directors. A non-executive director refers to a director who does not hold management positions within the Company. The term "independent director" has the same meaning as "independent non-executive director" under the Hong Kong Listing Rules.

Directors are elected or replaced by the shareholders' meeting and may be removed by the shareholders' meeting before the expiration of their term. The term of office for directors is three years. Upon the expiration of a director's term, they may be re-elected for consecutive terms.

The term of a director shall start from the date on which the said director assumes office to the expiry of the current Board of Directors. If the term of office of a director expires but reelection is not made responsively, the said director shall continue fulfilling the duties as director pursuant to laws, administrative regulations, department rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association until a new director is elected.

Directors may concurrently serve as senior management members. However, the total number of directors who concurrently hold senior management positions, together with directors who are employee representatives, shall not exceed 1/2 of the total number of directors of the Company.

The employee director(s) on the Board of Directors shall be democratically elected by the staff of the Company through the employee representative assembly, the staff general meeting, or other forms, and shall not be required to be submitted to the shareholders' meeting for consideration.

Directors shall observe laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, act in good faith towards the Company, take measures to avoid conflicts between personal interests and the interests of the Company, and refrain from exploiting his/her position for improper gain.

Directors shall fulfill the following obligations of loyalty to the Company:

(I) not to expropriate the property or embezzle monies of the Company;

(II) not to open in their own names or in others' names any bank account for the purpose of depositing any of the Company's monies;

(III) not to abuse their official powers to offer bribes or accept other unlawful income;

(IV) not to conclude any contract or conduct any transaction directly or indirectly with the Company, unless he/she has reported it to the Board of Directors or the shareholders' meeting and the contract or transaction has been approved by a resolution of the Board of Directors or the shareholders' meeting in accordance with the Articles of Association;

(V) not to take advantage of his/her position to secure, for himself/herself or for any other person, any business opportunity that rightfully belongs to the Company, unless: the matter has been reported to the Board of Directors or the shareholders' meeting and approved by a resolution of the shareholders' meeting, or the Company is unable to exploit the opportunity under applicable laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association;

(VI) not to operate, either on their own account or for others, businesses of the same kind as those of the Company where they serve, unless the matter has been reported to the Board of Directors or the shareholders' meeting and approved by a resolution of the shareholders' meeting;

(VII) not to take as their own any commission for any transaction between the Company and others;

(VIII) not to disclose any secret of the Company without permission;

(IX) not to use their related party relations to damage the interests of the Company;

(X) to fulfill other duties of loyalty specified by 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 obtained by a director in violation of this article shall be surrendered to the Company; if losses are caused to the Company, the director shall be liable for compensation.

The provisions of item (IV) of paragraph 2 of the article above shall apply when a close relative of a director or senior management member, an enterprise directly or indirectly controlled by a director, senior management member or their close relatives, or an affiliated person having other affiliated relationships with a director or senior management member enters into a contract or conducts a transaction with the Company.

Directors shall comply with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association. They owe a duty of diligence to the Company and shall exercise reasonable care, as typically expected of a manager, in performing their duties to act in the best interests of the Company.

Directors shall fulfill the following obligations of diligence 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 State laws, administrative regulations and economic policies, and do not go beyond the business scope specified in the business license of the Company;

(II) to treat all shareholders impartially;

(III) to keep informed of the business operations and management of the Company;

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

(V) to honestly provide the Audit Committee with relevant information and materials, and not to prevent the Audit Committee from exercising its functions and powers;

(VI) to fulfill other duties of diligence specified by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

If any director fails to attend Board meetings in person or by proxy for two consecutive times, the said director shall be deemed incapable of performing his/her duties, and the Board of Directors shall suggest that the shareholders' meeting dismiss the said director.

A director may resign before the expiration of his/her term. The resignation of a director shall be submitted to the Board of Directors in the form of a written resignation report. The resignation shall take effect on the date the Company receives the resignation report, and the Company shall disclose the relevant information within 2 trading days.

If the resignation of a director causes the number of members of the Company's Board of Directors to fall below the statutory minimum, the resigning director shall continue to perform the duties of a director 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 Articles of Association until the newly elected directors assume office. Subject to the securities regulatory rules of the place where the Company's shares are listed, if the Board of Directors appoints a new director to fill a casual vacancy or as an addition to the Board of Directors, the term of office of such appointed director shall only be until the first annual shareholders' meeting of the Company after his/her appointment, at which time he/she shall be eligible for re-election.

The Company establishes a director resignation management system that specifies safeguard measures for pursuing liability and compensation regarding unfulfilled public commitments and other outstanding matters. Upon the effective date of a director's resignation or the expiration of his/her term, the director shall complete all handover procedures with the Board of Directors. It shall not be automatically discharged within one year after the expiry of his/her term of office, and the duty of confidentiality regarding the Company's trade secrets shall remain valid until such secrets become public information. The liability of a director for actions performed in the execution of his/her duties during the term of office shall not be exempted or terminated upon his/her departure.

The shareholders' meeting may resolve to remove a director, and the removal shall take effect on the date the resolution is adopted.

If a director is removed prior to the expiration of his/her term without just cause, the director may require the Company to provide compensation.

Save as specified in the Articles of Association or legally authorized by the Board, no director shall act on behalf of the Company or the Board in his/her personal name. If a director acts in his/her own name but a third party may reasonably think the said director is acting on behalf of the Company or the Board, the said director shall make a prior statement of his/her standpoint and capacity.

When a director, in the performance of his/her duties for the Company, causes damage to any other party, the Company shall bear the liability for compensation. If the director is found to have acted with intent or gross negligence, he/she shall also be liable for compensation.

If any director violates the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association in fulfilling his/her duties, thereby incurring any loss of the Company, the said director shall be liable for compensation.

Independent Directors

The Company shall implement an independent director system in accordance with relevant regulations. Independent directors refer to directors who do not hold any positions in the Company other than that of director, and who have no direct or indirect interest in the Company, its major shareholders, or its actual controllers, or any other relationship that may affect their independent and objective judgment.

Independent directors shall, in accordance with laws, administrative regulations, the provisions of the CSRC, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association, diligently perform their duties, play a role in participating in decision-making, exercising oversight and checks and balances, and providing professional advice within the Board of Directors, safeguard the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders. Independent directors shall perform their duties independently and shall not be influenced by the Company's major shareholders, actual controllers, or other entities or individuals who have an interest in the Company. At least one-third of the members of the Board of Directors shall be independent directors, of which at least one shall be an accounting professional.

As members of the Board of Directors, independent directors owe fiduciary duties and duties of diligence to the Company and all shareholders, and shall prudently perform the following duties:

(I) participate in Board decision-making and express clear opinions on matters under discussion;

(II) supervise potential major conflicts of interest between the Company and its controlling shareholders, actual controllers, directors, or senior management members, and protect the legitimate rights and interests of minority shareholders;

(III) provide professional and objective advice on the Company's business development to enhance the quality of Board decision-making;

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

Independent directors shall exercise the following special powers and functions:

(I) independently engage intermediary institutions to conduct audits, consultations, or verification regarding specific matters of the Company;

(II) propose to the Board of Directors the convening of an extraordinary shareholders' meeting;

(III) propose the convening of a Board meeting;

(IV) solicit shareholders' rights from shareholders openly and in accordance with the law;

(V) express independent opinions on matters that may harm the interests of the Company or minority shareholders;

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

If an independent director exercises the powers and functions listed in items (I) to (III) of the preceding paragraph, such exercise shall be approved by a majority of all independent directors.

When an independent director exercises the powers and functions specified in the first paragraph, the Company shall disclose the matter in a timely manner. If the above-mentioned powers and functions cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.

The following matters shall be submitted to the Board of Directors for deliberation only after obtaining approval by a majority of all independent directors of the Company:

(I) disclosable connected transactions;

(II) plans for the modification or waiver of commitments by the Company and relevant parties;

(III) decisions and measures taken by the board of directors of an acquired listed company in response to the acquisition;

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

BOARD OF DIRECTORS

The Company shall have a Board of Directors consisting of 9 directors, including 1 employee director. The Board of Directors shall have 1 chairman and may have vice chairman/chairmen, who shall be elected by a majority vote of all the directors of the Board of Directors.

The Board of Directors shall establish special committees such as the Strategy Committee, the Audit Committee, the Nomination Committee, and the Remuneration and Appraisal Committee. All members of each special committee shall be directors. Among them, independent directors shall account for the majority of the members of the Audit Committee, the Nomination Committee, and the Remuneration and Appraisal Committee and shall serve as the convener. The convener of the Audit Committee shall be an accounting professional.

The aforementioned special committees may engage intermediary agencies to provide professional opinions, and the relevant expenses shall be borne by the Company.

The special committees shall be accountable to the Board of Directors, and the proposals of each special committee shall be submitted to the Board of Directors for review and decision. The Board of Directors shall be responsible for formulating the working rules of the special committees to regulate their operation.

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

(I) to convene shareholders' meetings and report its work to the shareholders' meeting;

(II) to implement the resolutions passed at the shareholders' meeting;

(III) to decide on the Company's business plans and investment plans;

(IV) to formulate the profit distribution plan and loss makeup plan of the Company;

(V) to formulate the proposals for increase or decrease of the Company's registered capital, and proposals for issuance of bonds or other securities and listing plans;

(VI) to formulate proposals for material acquisitions, purchase of shares of the Company, merger, division, dissolution or change in corporate form;

(VII) to decide on external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, external donations, etc. of the Company within the authority granted by the shareholders' meeting;

(VIII) to resolve on the Company's internal management setup and the establishment of branch offices;

(IX) to decide to appoint or dismiss the Company's general manager, Board secretary or other senior management members and determine their remunerations, rewards and punishments, and, based on nomination by the general manager, to appoint or dismiss the Company's deputy general manager, chief financial officer and other senior management members and determine their remunerations, rewards and punishments;

(X) to set up the basic management system of the Company;

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

(XII) to manage information disclosure of the Company;

(XIII) to propose to the shareholders' meeting to appoint or replace the accounting firm which audits the Company's accounts;

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

(XV) to decide on the issuance of shares to specific targets with a total financing amount of not more than RMB300 million and not exceeding 20% of the net assets as at the end of the most recent year, pursuant to the authorization of the annual Shareholders' meeting of the Company;

(XVI) to perform other functions and powers specified by laws, administrative regulations, departmental rules, the Articles of Association, the securities regulatory rules of the place where the Company's shares are listed or the shareholders' meeting.

The restrictions in the Articles of Association on the powers of the Board of Directors shall not be asserted against a bona fide third party.

Any matters exceeding the scope of authorization granted by the shareholders' meeting shall be submitted to the shareholders' meeting for consideration.

The chairman shall exercise the following powers and functions:

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

(II) to supervise and inspect the implementation of resolutions passed by the Board;

(III) to exercise other functions and powers conferred by the Board.

The matters mentioned above exclude those that, according to the Company Law and other relevant laws and regulations as well as the securities regulatory rules of the place where the Company's shares are listed, must be reviewed and approved by the shareholders' meeting.

If the chairman is unable or fails to perform his/her duties, the vice chairman shall perform the duties (where the Company has two or more vice chairmen, a vice chairman jointly recommended by more than half of the directors shall perform the duties); where the Company has no vice chairman, or the vice chairman is unable to perform his/her duties or fails to perform his/her duties, 1 director shall be elected jointly by more than half of the directors to perform such duties.

The Board of Directors shall meet at least four times each year. Meetings shall be convened by the chairman, and written notice shall be given to all directors at least 14 days prior to the scheduled meeting.

Shareholders representing 1/10 or more of the voting rights, 1/3 or more of the directors, the general manager, or the Audit Committee may propose the convening of an interim meeting of the Board of Directors. The chairman shall convene and preside over a Board meeting within 10 days after receipt of the proposal.

Notice for convening an interim meeting of the Board of Directors may be delivered by hand, fax, mail, or email. The notice period shall be five days prior to the meeting. However, in case of emergency where an extraordinary meeting of the Board of Directors needs to be convened as soon as possible, the meeting notice may be given at any time by telephone or other oral means, provided that the convener shall provide an explanation at the meeting.

A Board meeting shall be attended by more than half of the directors. Resolutions made by the Board shall be approved by more than half of all the directors.

Resolutions of the Board shall be voted on as per "one person, one vote" system.

If any director has a connection with the enterprise or an individual involved in the resolution made at a Board meeting, the said director shall timely provide a written report to the Board of Directors. The connected director shall not vote on such resolution, nor shall he/she act as a proxy for other directors to vote. A Board meeting may be held when more than half of the non-connected directors attend the meeting. The resolution made at the Board meeting shall be passed by more than half of the non-connected directors. If the number of non-connected directors attending the meetings is less than 3, the issue shall be submitted to the shareholders' meeting for deliberation.

In principle, meetings of the Board of Directors shall be held on-site. Where necessary, provided that directors are ensured to fully express their opinions, Board meetings may also be held via video, telephone, fax, email voting, or other electronic communication means, subject to the consent of the convener (presider) and the proposer. Board meetings may also be held through a combination of on-site and other means simultaneously.

The voting methods for Board resolutions are: a show of hands or a poll by name at on-site meetings.

An extraordinary meeting of the Board of Directors may be conducted and resolutions may be adopted by way of communication-based voting, provided that the directors are ensured to fully express their opinions. Such resolutions shall be signed by the attending directors and delivered to the Company by hand, mail, email, or fax. Where laws, regulations, and the securities regulatory rules of the place where the Company's shares are listed have any additional restrictions on the participation in Board meetings and voting by directors, such provisions shall be followed.

Directors shall attend Board meetings in person. If any director cannot attend the meeting for any reason, he/she may issue a written power of attorney to authorize another director to attend on behalf thereof, which power of attorney shall specify the name of the proxy, the matters to be handled in proxy, scope of authorization and validity period, and shall bear the signature or seal of the principal. The director attending the meeting on behalf of another director shall exercise the rights of a director within the scope of authorization. If a director fails to attend a Board meeting and does not appoint a proxy to act on his/her behalf, the said director shall be deemed as having waived his/her right to vote at the meeting.

A director shall not accept proxies from more than two directors to attend a Board meeting on their behalf at any single meeting.

The Board shall prepare minutes for the decisions made on matters discussed at the meeting, which shall be signed by the attending directors.

The minutes of Board meetings shall be kept as archives of the Company for 10 years.

Special Committees under the Board

The Board of Directors of the Company has established an Audit Committee, which shall exercise the powers of the Board of Supervisors as prescribed under the Company Law.

The Audit Committee shall consist of 3 members, all of whom are non-executive directors or independent directors who do not hold senior management positions in the Company. At least one independent director shall possess appropriate professional qualifications or accounting or related financial management expertise in compliance with the Hong Kong Listing Rules, and an independent director with accounting expertise shall serve as the convener of the Audit Committee. The employee director on the Board of Directors may be a member of the Audit Committee.

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

(I) the disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports;

(II) the engagement or dismissal of the accounting firm undertaking the Company's audit services;

(III) the appointment or dismissal of the Company's chief financial officer;

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

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

The Board of Directors has also established other special committees, including the Strategy Committee, the Nomination Committee, and the Remuneration and Appraisal Committee, which shall perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals of the special committees shall be submitted to the Board of Directors for deliberation and decision. The working rules of the special committees shall be formulated by the Board of Directors. All members of such special committees shall be directors, and each committee shall consist of three members. Among them, independent directors shall account for more than half of the members of the Remuneration and Appraisal Committee and the Nomination Committee, and an independent director shall serve as the convener. The Nomination Committee shall include at least one director of a different gender.

The Nomination Committee shall be responsible for formulating the selection criteria and procedures for directors and senior management members, selecting and reviewing candidates for directors and senior management members and their qualifications, and making recommendations to the Board of Directors on the following matters:

(I) the nomination or removal of directors;

(II) the appointment or dismissal of senior management members;

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

Where the Board of Directors does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for non-adoption in the Board resolutions and make disclosure thereof.

The Remuneration and Appraisal Committee shall be responsible for formulating assessment standards for directors and senior management members and conducting assessments, formulating and reviewing remuneration decision-making mechanisms, decision-making procedures, payment and clawback arrangements, and other remuneration policies and plans for directors and senior management members, and making recommendations to the Board of Directors on the following matters:

(I) remuneration of directors and senior management members;

(II) the formulation or modification of equity incentive plans and employee stock ownership plans, and the granting and satisfaction of conditions for the exercise of equity interests by incentive recipients;

(III) shareholding arrangements for directors and senior management members in proposed spin-off subsidiary arrangements;

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

Where the Board of Directors does not adopt or does not fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall record the opinions of the Remuneration and Appraisal Committee and the specific reasons for non-adoption in the Board resolutions and make disclosure thereof.

Senior Management

The Company shall have 1 general manager, who shall be appointed or dismissed by the Board of Directors.

The Company shall have several deputy general managers, who shall be appointed or dismissed by the Board of Directors.

The term of office of the general manager shall be three years, and he/she may be reappointed upon re-election.

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

(I) presiding over the Company's production, operation and management, organizing the implementation of Board resolutions, and reporting to the Board of Directors;

(II) organizing the implementation of the Company's annual operating plans and investment proposals;

(III) proposing plans for the establishment of the Company's internal management structure;

(IV) proposing the Company's basic management systems;

(V) formulating the Company's specific rules and regulations;

(VI) proposing to the Board of Directors the appointment or dismissal of the Company's deputy general managers and chief financial officer;

(VII) deciding on the appointment or dismissal of management personnel other than those whose appointment or dismissal shall be decided by the Board of Directors;

(VIII) other powers granted by these Articles of Association or the Board of Directors.

The general manager shall attend meetings of the Board of Directors as a non-voting attendee.

The deputy general managers shall be nominated by the general manager and appointed or dismissed by the Board of Directors. Deputy general managers shall be accountable to the general manager and carry out their work under the unified leadership of the general manager, and their powers and duties shall be reasonably determined by the general manager through the general manager's office meeting.

The Company shall have a Board secretary, who shall be responsible for the preparation of meetings of the shareholders' meetings and the Board of Directors, custody of documents, management of shareholders' information, handling information disclosure matters, and other related affairs.

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

FINANCIAL ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Financial Accounting System

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

In addition to the statutory accounting books, the Company shall not establish any other accounting books. The Company's funds shall not be deposited in accounts opened in the name of any individual.

When distributing its after-tax profits for the year, the Company shall appropriate 10% of such profits to be included in the Company's statutory reserve fund. Where the cumulative amount of the Company's statutory reserve fund has reached 50% or more of the Company's registered capital, further appropriation may cease.

Where the statutory reserve fund of the Company is insufficient to cover losses of previous years, such losses shall be made up out of the current year's profits before any appropriation to the statutory reserve fund in accordance with the preceding paragraph.

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

The remaining after-tax profits after making up losses and appropriating reserve funds shall, upon a resolution of the shareholders' meeting, be distributed in proportion to the shares held by the shareholders, except where these Articles of Association provide that such profits are not to be distributed in proportion to shareholding ratios.

Where the shareholders' meeting distributes profits to shareholders in violation of the Company Law, the shareholders shall return the profits distributed in violation of the law to the Company; where losses are caused to the Company, the shareholders and the responsible directors and senior management members shall bear compensation liability.

Shares of the Company held by the Company itself shall not participate in profit distribution.

Subject to the Company's operating conditions, the Company shall annually distribute an amount equivalent to 4% of the remaining after-tax profit of the year, after making up for losses and making allocations to the statutory reserve fund, to the employees of the Company as bonuses; and shall distribute an amount equivalent to 1% of the same remaining after-tax profit to the directors (other than independent directors) as bonuses. The Company shall appoint one or more receiving agents for H-share shareholders in Hong Kong. Such receiving agents shall, on behalf of the relevant H-share shareholders, collect and keep in custody dividends distributed and other payables by the Company in respect of H shares, pending payment to such H-share shareholders. The receiving agents appointed by the Company shall comply with the requirements of laws, regulations, and the securities regulatory rules of the place where the Company's shares are listed.

The Company may distribute dividends in the form of cash or shares.

The profit distribution policies of the Company are as follows:

(I) Basic principles of profit distribution:

1. The Company implements a continuous and stable profit distribution policy. The profit distribution of the Company shall emphasize reasonable investment returns for investors while taking into account the sustainable development of the Company.

2. Where the conditions for cash dividends are met, profit distribution shall be carried out in the form of cash dividends.

(II) Specific profit distribution policies of the Company are as follows:

1. Forms of profit distribution: The Company distributes dividends in the form of cash, shares, or a combination of cash and shares. Where conditions permit, the Company may carry out interim profit distribution.

2. Specific conditions and proportions of cash dividends:

Provided that the Company is profitable in the current year and the cumulative undistributed profit is positive, the audit institution has issued a standard unqualified audit report on the Company's financial report, and no significant investment plans or major cash expenditures occur within the next twelve months, the Company shall distribute dividends primarily in cash. The profit distributed in cash each year shall be no less than 30% of the distributable profit realized in that year, and the cumulative profit distributed in cash over the last three years shall be no less than 30% of the average annual distributable profit realized in the last three years. 'Significant investment plans or major cash expenditures' refer to instances where the Company's proposed external investments, asset acquisitions, or equipment purchases in the next twelve months reach or exceed 30% of the Company's latest audited total assets.

The Board of Directors shall comprehensively consider factors including the characteristics of the industry in which the Company operates, its stage of development, its business model, profitability, debt repayment capacity, whether there are material capital expenditure arrangements, and investor returns, distinguish among the following circumstances, and, in accordance with the procedures set forth in the Articles of Association, propose differentiated cash dividend policies:

(1) where the Company is in a mature stage of development and has no material capital expenditure arrangements, the proportion of cash dividends in the current profit distribution shall be not less than 80%;

(2) where the Company is in a mature stage of development and has material capital expenditure arrangements, the proportion of cash dividends in the current profit distribution shall be not less than 40%;

(3) where the Company is in a growth stage of development and has material capital expenditure arrangements, the proportion of cash dividends in the current profit distribution shall be not less than 20%;

Where the Company's stage of development is difficult to determine but there are material capital expenditure arrangements, the provisions of Item (3) of the preceding paragraph may be applied by reference.

The proportion of cash dividends in the current profit distribution shall be calculated as cash dividends divided by the sum of cash dividends and stock dividends.

(III) Specific conditions for the Company to distribute stock dividends:

Where the Company is in sound operating condition and the Board of Directors considers that the Company's share price does not match the scale of its share capital, and that the distribution of stock dividends is in the overall interest of all shareholders of the Company and does not violate the Company's cash dividend policy, the Company may propose a preliminary plan for stock dividend distribution.

(IV) Deliberation procedures for the Company's profit distribution plan:

1. The preliminary profit distribution plan of the Company shall be proposed by the Board of Directors. When formulating a specific cash dividend plan, the Board of Directors shall carefully study and demonstrate matters such as the timing, conditions, and minimum proportion of the Company's cash dividends, the conditions for adjustment, and the requirements for decision-making procedures. If independent directors consider that the specific cash dividend plan may prejudice the interests of the Company or minority shareholders, they shall be entitled to issue independent opinions. Where the Board of Directors does not adopt or does not fully adopt the opinions of the independent directors, it shall disclose the opinions of the independent directors and the specific reasons for non-adoption in the announcement of the Board resolution.

2. Before the shareholders' meeting deliberates on the specific cash dividend plan, the Company shall actively communicate and exchange with shareholders, especially minority shareholders, through various channels, fully listen to the opinions and demands of minority shareholders, and respond to the concerns of minority shareholders in a timely manner.

3. When the Company convenes an annual shareholders' meeting to deliberate on the annual profit distribution plan, it may deliberate on and approve the conditions, upper limit of proportion, and upper limit of amount for the interim cash dividend for the following year. The upper limit of the interim dividend for the following year deliberated by the annual shareholders' meeting shall not exceed the net profit attributable to shareholders of the Company for the corresponding period. The Board of Directors shall formulate a specific interim dividend plan in accordance with the resolution of the shareholders' meeting provided that the conditions for profit distribution are met.

4. The Company shall disclose the formulation and implementation of its cash dividend policy in its annual report.

5. Where the Company is profitable in the current year and the cumulative undistributed profit is positive, but no cash dividend is proposed or the cash dividend proportion is lower than the proportion prescribed in the aforementioned clauses, the Company shall disclose in its periodic reports the reasons for not distributing cash dividends, the exact purpose of the retained undistributed profits and the estimated earnings, as well as the deliberation and voting status of the Board meeting.

(V) Implementation of the Company's profit distribution plan:

After the shareholders' meeting of the Company has made a resolution on the profit distribution plan, or after the Board of Directors has formulated a specific plan based on the interim dividend conditions and upper limits approved by the annual shareholders' meeting for the following year, the Board of Directors must complete the distribution of dividends (or shares) within two months. If the implementation of the specific plan cannot be completed within two months due to the requirements of laws, regulations, and the securities regulatory rules of the place where the Company's shares are listed, the implementation date of the specific plan may be adjusted accordingly in accordance with such requirements and the actual situation.

(VI) Change of the Company's profit distribution policy:

The Company shall strictly implement the cash dividend policy determined by these Articles of Association and the specific cash dividend plan approved by the shareholders' meeting. If it is necessary to adjust the profit distribution policy, especially the cash dividend policy, due to significant changes in the external operating environment or the Company's own operating conditions, such adjustment shall be made from the perspective of protecting shareholders' rights and interests, and the reasons shall be demonstrated and explained in detail in the proposal to the shareholders' meeting. The adjusted profit distribution policy shall not violate the relevant provisions of the CSRC and the stock exchange(s) where the Company's shares are listed. The proposal concerning the adjustment of the profit distribution policy shall be submitted to the shareholders' meeting for approval after being deliberated and passed by the Board of Directors and the Audit Committee. When the shareholders' meeting deliberates on such proposal, it shall be passed by more than two-thirds of the voting rights held by the shareholders attending the shareholders' meeting. When the shareholders' meeting conducts deliberation, it shall actively communicate and exchange with shareholders, especially minority shareholders, through various channels, fully listen to the opinions and demands of minority shareholders, and respond to the concerns of minority shareholders in a timely manner.

Internal Audit

The Company shall implement an internal audit system, specifying the leadership structure, duties and authorities, staffing, funding safeguards, utilization of audit results, and accountability mechanisms for internal audit work.

The Company's internal audit system shall be implemented upon approval by the Board of Directors and shall be disclosed externally.

The internal audit institution shall supervise and inspect matters including the Company's business activities, risk management, internal controls and financial information. The internal audit department shall maintain independence and be staffed with full-time audit personnel. It shall not be placed under the leadership of the finance department or share office space with the finance department.

The internal audit institution shall be accountable to the Board of Directors.

The specific organization and implementation of the evaluation of the Company's internal controls shall be undertaken by the internal audit institution. Based on the evaluation report issued by the internal audit institution and reviewed by the Audit Committee, together with relevant materials, the Company shall issue its annual internal control evaluation report.

Engagement of Accounting Firms

The Company shall engage an accounting firm that meets the requirements of the Securities Law to conduct audits of accounting statements, verification of net assets, and other related consulting services. The term of engagement shall be 1 year, and may be renewed.

The engagement or dismissal of an accounting firm by the Company shall be submitted to the Board of Directors for consideration after being approved by more than half of all members of the Audit Committee, and shall be decided by the shareholders' meeting. The Board of Directors shall not appoint an accounting firm prior to a decision of the shareholders' meeting.

The audit fees of the accounting firm shall be determined by the shareholders' meeting.

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

Merger, Division, Increase and Reduction of Capital

The Company may merge by way of absorption or by the establishment of a new company.

Where one company absorbs another, it shall be an absorption merger, and the absorbed company shall be dissolved. Where two or more companies merge to establish a new company, it shall be a newly established merger, and all merging parties shall be dissolved.

Where the consideration paid for a merger by the Company does not exceed 10% of the Company's net assets, such merger may be effected without a resolution of the shareholders' meeting, unless otherwise provided in the Articles of Association.

Where a merger is effected without a resolution of the shareholders' meeting pursuant to the preceding paragraph, it shall be approved by a resolution of the Board of Directors.

In the case of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within 10 days from the date of the merger resolution, and make an announcement within 30 days in newspapers, on the National Enterprise Credit Information Publicity System, and on the websites designated by the securities regulatory authorities (including the HKEXnews website (www.hkexnews.hk)).

Creditors may, within 30 days from the date of receipt of such notice, or within 45 days from the date of the announcement if no notice is received, require the Company to repay the debts or provide corresponding guarantees.

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

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

In the case of a division, the Company shall prepare balance sheets and inventories of assets. The Company shall notify its creditors within 10 days from the date of the division resolution, and make an announcement within 30 days in newspapers, or on the National Enterprise Credit Information Publicity System and on the websites designated by the securities regulatory authorities (including the HKEXnews website (www.hkexnews.hk)).

Debts incurred by the Company prior to the division shall be jointly and severally borne by the companies after the division, unless otherwise agreed in writing between the Company and its creditors prior to the division with respect to debt repayment.

When the Company reduces its registered capital, it shall prepare balance sheets and inventories of assets.

The Company shall notify its creditors within 10 days from the date on which the shareholders' meeting adopts a resolution on the reduction of registered capital, and make an announcement within 30 days in newspapers, or on the National Enterprise Credit Information Publicity System and on the websites designated by the securities regulatory authorities (including the HKEXnews website (www.hkexnews.hk)). Creditors may, within 30 days from the date of receipt of such notice, or within 45 days from the date of the announcement if no notice is received, require the Company to repay the debts or provide corresponding guarantees.

Upon a reduction of registered capital, the Company shall proportionally reduce the capital contributions or shares in accordance with the shareholding ratios of the shareholders, unless otherwise provided by law or the Articles of Association.

Where the Company issues new shares to increase its registered capital, shareholders shall not have pre-emptive subscription rights, unless otherwise provided in the Articles of Association or unless the shareholders' meeting resolves to grant shareholders pre-emptive subscription rights.

Dissolution and Liquidation

The Company shall be dissolved for any of the following reasons:

(I) the expiration of the term of operation stipulated in the Articles of Association, the occurrence of any other cause of dissolution as stipulated in the Articles of Association;

(II) a resolution of the shareholders' meeting to dissolve the Company;

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

(IV) revocation of the business license, an order to close down, or revocation in accordance with law;

(V) where serious difficulties arise in the Company's operation and management such that the continued existence of the Company would cause significant losses to shareholders' interests and no other means are available to resolve such difficulties, shareholders holding more than 10% of the total voting rights of all shareholders of the Company may request the people's court to dissolve the Company.

Where any of the causes of dissolution set forth in the preceding paragraph occurs, the Company shall, within 10 days, disclose the cause of dissolution through the National Enterprise Credit Information Publicity System on the websites designated by the securities regulatory authorities (including the HKEXnews website (www.hkexnews.hk)).

Where the Company is dissolved under any of the circumstances set out in items (I), (II), (IV), or (V) above, the Company shall undergo liquidation. The directors shall be the liquidation obligors of the Company and shall, within 15 days from the date on which the cause of dissolution occurs, form a liquidation committee to carry out the liquidation.

The liquidation committee shall be composed of the directors or persons determined by the shareholders' meeting, unless otherwise provided in the Articles of Association or unless the shareholders' meeting resolves to appoint other persons.

Where the liquidation obligors fail to perform the liquidation obligations in a timely manner, causing losses to the Company or its creditors, they shall bear compensation liability.

During the liquidation period, the liquidation committee shall exercise the following powers:

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

(II) to notify and make announcements to creditors;

(III) to handle the Company's unfinished business relating to the liquidation;

(IV) to pay taxes owed and taxes arising during the liquidation process;

(V) to clean up claims and debts;

(VI) to distribute the remaining assets of the Company after settlement of debts;

(VII) to represent the Company in civil litigation activities.

The liquidation committee shall notify creditors within 10 days from the date of its establishment, and make an announcement within 60 days in newspapers designated by these Articles of Association, or on the National Enterprise Credit Information Publicity System. Creditors shall, within 30 days from the date of receipt of such notice, or within 45 days from the date of the announcement if no notice is received, declare their claims to the liquidation committee.

When declaring their claims, creditors shall specify the relevant particulars of their claims and provide supporting materials. The liquidation committee shall register such claims.

During the period for declaration of claims, the liquidation committee shall not make any settlement to creditors.

After cleaning up the Company's assets and preparing the balance sheet and the inventory of assets, the liquidation committee shall formulate a liquidation plan and submit it to the shareholders' meeting or the people's court for confirmation.

After the Company's assets are applied to pay liquidation expenses, employees' wages, social insurance premiums and statutory compensation, taxes owed, and the Company's debts, the remaining assets shall be distributed by the Company in proportion to the shares held by the shareholders.

During the liquidation period, the Company shall continue to exist, but shall not carry out any business activities unrelated to the liquidation. Before the Company's assets are settled in accordance with the preceding paragraph, they shall not be distributed to shareholders.

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

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

Upon completion of the liquidation, the liquidation committee shall prepare a liquidation report, submit it to the shareholders' meeting or the people's court for confirmation, and file it with the company registration authority to apply for deregistration of the Company.

Members of the liquidation committee, in performing their liquidation duties, shall owe duties of loyalty and diligence. Where members of the liquidation committee fail to diligently perform their liquidation duties, causing losses to the Company, they shall bear compensation liability; where losses are caused to creditors due to intentional misconduct or gross negligence, they shall bear compensation liability.

Amendments to the Articles of Association

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

(I) where, following amendments to the Company Law or relevant laws, administrative regulations, or the securities regulatory rules of the place where the Company's shares are listed, the matters stipulated in the Articles of Association conflict with the amended laws, administrative regulations or securities regulatory rules of the place where the Company's shares are listed;

(II) where changes occur in the Company's circumstances that are inconsistent with the matters recorded in the Articles of Association;

(III) where the shareholders' meeting resolves to amend the Articles of Association.

Where matters relating to amendments to the Articles of Association as approved by a resolution of the shareholders' meeting are subject to approval by the competent authorities, such matters shall be submitted to the competent authorities for approval; where such amendments involve matters of company registration, change registration shall be completed 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 the amendments to the Articles of Association and the approval opinions of the relevant competent authorities.

Where matters relating to amendments to the Articles of Association constitute information required to be disclosed under laws and regulations, such information shall be announced in accordance with the relevant provisions.