This appendix summarises the principal provisions of the Company's Articles of Association which shall take effect on the date the H-shares are **[REDACTED]**. The main purpose of this appendix is to provide an overview of the Company's Articles of Association for **[REDACTED]** and **[REDACTED]**, so it may not contain all the data that is important to **[REDACTED]** and **[REDACTED]**.

## SHARES

### Issuance of Shares

The shares of the Company shall take the form of stock certificates, which shall be in registered form.

The issuance of shares by the Company shall comply with the principles of openness, fairness and impartiality. Each share of the same class shall carry equal rights.

Shares of the same class issued in the same issuance shall be issued on the same terms and at the same price per share. Each subscriber shall pay the same price per share subscribed for.

### Increase, Reduction and Repurchase of Shares

The Company may, in light of its operational and development needs and in accordance with the provisions of laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, adopt any of the following methods to increase its capital upon a resolution adopted by the shareholders' meeting:

(1) Issuing shares to non-specific persons;

(2) Issuing shares to specific persons;

(3) Offering or issuing new shares by way of rights issue or bonus issue to existing shareholders;

(4) Converting capital reserves into share capital;

(5) Such other methods as approved by laws, administrative regulations, the securities regulatory authority of the place where the Company's shares are listed, the Stock Exchange of Hong Kong Limited and the China Securities Regulatory Commission.

When the Company issues new shares to increase its registered capital, shareholders shall not have pre-emptive subscription rights, unless otherwise stipulated in these Articles of Association or determined by a resolution of the meeting of shareholders.

The Company may reduce its registered capital, and such reduction shall be handled in accordance with the procedures stipulated in the Company Law, the Listing Rules, the securities regulatory rules of the place where the Company's shares are listed and other relevant provisions as well as these Articles of Association.

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

(1) Reducing the Company's registered capital;

(2) Merging with another company that holds shares of the Company;

(3) Using the shares for employee share ownership plans or equity incentive plans;

(4) A shareholder demanding the Company to repurchase his/her shares because he/she dissents from a resolution on merger or division of the Company adopted by the meeting of shareholders;

(5) Using the shares to convert convertible corporate bonds issued by the Company;

(6) Being necessary for the Company to maintain its corporate value and shareholders' rights and interests;

(7) Such other circumstances as permitted by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, etc.

Save for the circumstances mentioned above, the Company shall not conduct transactions involving the purchase or sale of its own shares.

**Transfer of Shares**

The shares of the Company shall be transferred in accordance with the law, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed.

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

Directors and senior management personnel of the company shall report to the company the shares they hold in the company and any changes therein. During their term of office, which is determined upon assuming their positions, the number of shares they may transfer each year shall not exceed 25% of the total number of shares they hold in the company. Within six months after leaving office, such personnel shall not transfer any shares they hold in the company. Where laws, regulations, the CSRC, or the securities regulatory rules of the place where the Company's shares are listed provide other provisions regarding restrictions on H-share transfers, such provisions shall prevail.

## SHAREHOLDERS AND SHAREHOLDERS' MEETING

**Shareholders**

The Company shall establish a share register on the basis of the documents provided by the securities registration and clearing institution, which shall be conclusive evidence of the holding of the Company's shares by shareholders.

Shareholders shall enjoy rights and bear obligations according to the class of shares held by them; shareholders holding the same class of shares shall enjoy equal rights and bear the same obligations.

Shareholders of the Company shall enjoy the following rights:

(1) Obtaining dividends and other forms of profit distribution in accordance with the proportion of shares held by them;

(2) Legally requesting, convening, calling, presiding over, attending or appointing a proxy to attend the shareholders' meeting, and exercising the corresponding rights to speak and vote, unless required to waive voting rights on individual matters in accordance with the Listing Rules;

(3) Supervising the business operation of the Company and putting forward suggestions or inquiries;

(4) Transferring, gifting or pledging the shares held by them in accordance with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association;

(5) Inspecting and copying these Articles of Association, the share register, the minutes of shareholders' meetings, the resolutions of the Board of Directors and the financial accounting reports;

(6) Participating in the distribution of the remaining assets of the Company in accordance with the proportion of shares held by them upon the termination or liquidation of the Company;

(7) Requesting the Company to repurchase his/her shares if he/she objects to the resolution of the shareholders' meeting on the merger or division of the Company;

(8) Other rights stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or these Articles of Association.

Shareholders of the Company shall bear the following obligations:

(1) Abide by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association;

(2) Pay the share capital in accordance with the shares subscribed and the method of capital contribution;

(3) Except for the circumstances stipulated by laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, shall not withdraw their share capital;

(4) Shall not abuse shareholder rights to damage the interests of the Company or other shareholders; shall not abuse the independent legal person status of the Company and the limited liability of shareholders to damage the interests of the creditors of the Company;

(5) Other obligations that shall be borne in accordance with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.

Shareholders and connected parties of the Company shall not occupy or transfer the funds, assets and other resources of the Company.

If a shareholder of the Company abuses his/her shareholder rights, or a shareholder and its connected parties cause losses to the Company or other shareholders due to occupation or transfer of the Company's assets, they shall be liable for compensation in accordance with the law.

If a shareholder of the Company abuses the independent legal person status of the Company and the limited liability of shareholders to evade debts and seriously damage the interests of the creditors of the Company, he/she shall be jointly and severally liable for the debts of the Company.

**General Provisions on Shareholders' Meeting**

The meeting of shareholders of the Company shall be composed of all shareholders. As the highest authority of the Company, the meeting of shareholders shall exercise the following powers in accordance with the law:

(1) Elect and replace directors who are not representatives of employees, and determine matters relating to the remuneration of such directors;

(2) Examine and approve the report of the Board of Directors;

(3) Examine and approve the Company's profit distribution plan and loss compensation plan;

(4) Adopt resolutions on the increase or decrease of the Company's registered capital;

(5) Adopt resolutions on the issuance of corporate bonds by the Company;

(6) Adopt resolutions on the merger, division, dissolution, liquidation or change of the Company's corporate form;

(7) Amend these Articles of Association;

(8) Adopt resolutions on the engagement or dismissal of the accounting firm undertaking the Company's audit business;

(9) Examine and approve the guarantee matters stipulated in Article 56;

(10) Examine and approve matters where the Company purchases or sells major assets exceeding 30% of the Company's latest audited total assets within one year;

(11) Examine and approve matters relating to the change of the purpose of raised funds;

(12) Examine and approve equity incentive plans and employee stock ownership plans;

(13) Examine and approve connected transactions that require decision by the meeting of shareholders;

(14) Examine and approve other matters that shall be decided by the meeting of shareholders in accordance with the provisions of laws, administrative regulations, departmental rules, the Listing Rules, the securities regulatory rules of the place where the Company's shares are listed or these Articles of Association.

The meeting of shareholders may authorise the Board of Directors to adopt resolutions on the issuance of corporate bonds.

The Company shall strictly convene extraordinary meetings of shareholders and annual meetings of shareholders in accordance with the provisions of laws and regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, business rules and these Articles of Association, so as to ensure that shareholders can exercise their rights in accordance with the law. The annual meeting of shareholders shall be held once per fiscal year and shall be convened within 6 months after the end of the preceding fiscal year. Extraordinary meetings of shareholders shall be held irregularly. If any circumstance requiring the convening of an extraordinary meeting of shareholders as stipulated in the Company Law occurs, such meeting shall be convened within 2 months.

The Company shall convene an extraordinary shareholders' meeting within two months from the date on which any of the following events occurs:

(1) The number of directors falls below the number required by the Company Law or two-thirds of the number specified in these Articles of Association;

(2) The accumulated losses of the Company not yet recovered reach one-third of the total paid-in share capital;

(3) A shareholder or shareholders separately or collectively holding 10% or more of the Company's shares (excluding treasury shares) so request;

(4) The Board of Directors deems it necessary;

(5) The Audit Committee proposes to convene a meeting;

(6) Such other circumstances as stipulated by laws, administrative regulations, departmental rules, the Listing Rules, the securities regulatory rules of the place where the Company's shares are listed, or these Articles of Association.

**General Provisions on Shareholders' Meeting**

The Board of Directors shall convene the meeting of shareholders on time within the prescribed time limit.

With the consent of more than half of all independent directors, the independent directors shall have the right to propose to the Board of Directors the convening of an extraordinary meeting of shareholders. In respect of the proposal of the independent directors for convening an extraordinary meeting of shareholders, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations, the Listing Rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association, give a written feedback opinion on agreeing or disagreeing to convene the extraordinary meeting of shareholders within 10 days from the date of receiving the proposal.

If the Board of Directors agrees to convene the extraordinary meeting of shareholders, it shall issue a notice convening the meeting of shareholders within 5 days from the date of adopting the resolution of the Board of Directors; if the Board of Directors disagrees to convene the extraordinary meeting of shareholders, it shall explain the reasons and make an announcement.

The Chairman of the Board of Directors shall have the right to propose to the Board of Directors the convening of an extraordinary meeting of shareholders. In respect of the proposal of the Chairman of the Board of Directors for convening an extraordinary meeting of shareholders, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations and these Articles of Association, give a written feedback opinion on agreeing or disagreeing to convene the extraordinary meeting of shareholders within 10 days from the date of receiving the proposal.

If the Board of Directors agrees to convene the extraordinary meeting of shareholders, it shall issue a notice convening the meeting of shareholders within 5 days from the date of adopting the resolution of the Board of Directors; if the Board of Directors disagrees to convene the extraordinary meeting of shareholders, it shall explain the reasons and make an announcement.

The Audit Committee shall have the right to propose to the Board of Directors the convening of an extraordinary meeting of shareholders and shall submit a written proposal to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association, give a written feedback opinion on agreeing or disagreeing to convene the extraordinary meeting of shareholders within 10 days from the date of receiving the proposal.

If the Board of Directors agrees to convene the extraordinary meeting of shareholders, it shall issue a notice convening the meeting of shareholders within 5 days from the date of adopting the resolution of the Board of Directors, and any change to the original proposal in the notice shall be subject to the consent of the Audit Committee.

If the Board of Directors disagrees to convene the extraordinary meeting of shareholders, or fails to give feedback within 10 days from the date of receiving the proposal, it shall be deemed that the Board of Directors is unable to perform or fails to perform the duty of convening the meeting of shareholders, and the Audit Committee may convene and preside over the meeting on its own.

Shareholders holding 10% or more (excluding treasury shares) of the issued voting shares of the Company alone or in aggregate shall have the right to request the Board of Directors to convene an extraordinary meeting of shareholders and include proposals in the meeting agenda, and shall submit a written request to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association, give a written feedback opinion on agreeing or disagreeing to convene the extraordinary meeting of shareholders within 10 days from the date of receiving the request.

If the Board of Directors agrees to convene the extraordinary meeting of shareholders, it shall issue a notice convening the meeting of shareholders within 5 days from the date of adopting the resolution of the Board of Directors, and any change to the original request in the notice shall be subject to the consent of the relevant shareholders.

If the Board of Directors disagrees to convene the extraordinary meeting of shareholders, or fails to give feedback within 10 days from the date of receiving the request, shareholders holding 10% or more (excluding treasury shares) of the issued voting shares of the Company alone or in aggregate shall have the right to propose to the Audit Committee the convening of an extraordinary meeting of shareholders and shall submit a written request to the Audit Committee.

If the Audit Committee agrees to convene the extraordinary meeting of shareholders, it shall issue a notice convening the meeting of shareholders within 5 days from the date of receiving the request, and any change to the original request in the notice shall be subject to the consent of the relevant shareholders.

If the Audit Committee fails to issue the notice of the meeting of shareholders within the prescribed time limit, it shall be deemed that the Audit Committee fails to convene and preside over the meeting of shareholders, and shareholders holding 10% or more (excluding treasury shares) of the issued voting shares of the Company alone or in aggregate for a consecutive period of more than 90 days may convene and preside over the meeting on their own.

**Proposals and Notices of the Shareholders' Meeting**

The content of a proposal for a meeting of shareholders shall fall within the scope of the powers of the meeting of shareholders, have a clear agenda item and specific resolution matters, and comply with the relevant provisions of laws, administrative regulations, the Listing Rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.

When the Company convenes a meeting of shareholders, the Board of Directors, the Audit Committee, and shareholders holding 1% or more of the issued voting shares of the Company alone or in aggregate shall have the right to submit proposals to the Company.

Shareholders holding 1% or more of the issued voting shares of the Company alone or in aggregate may submit a temporary proposal in writing to the convener 10 days before the convening of the meeting of shareholders. The convener shall issue a supplementary notice of the meeting of shareholders within 2 days from the date of receiving the proposal and submit the temporary proposal to the meeting of shareholders for deliberation. However, this shall not apply if the temporary proposal violates the provisions of laws, administrative regulations, the Listing Rules, the securities regulatory rules of the place where the Company's shares are listed or these Articles of Association, or does not fall within the scope of the powers of the meeting of shareholders.

Except for the circumstances specified in the preceding paragraph, the convener shall not modify the proposals listed in the notice of the meeting of shareholders or add new proposals after issuing the notice.

The convener shall notify each shareholder of the time, place and matters to be deliberated of the meeting 21 days (including by way of announcement) before the convening of the annual meeting of shareholders, and 15 days (including by way of announcement) before the convening of the extraordinary meeting of shareholders.

The notice of the meeting of shareholders shall include the following contents:

(1) The time, place and duration of the meeting;

(2) The matters and proposals to be submitted to the meeting for deliberation;

(3) A prominent written statement that: all shareholders have the right to attend the meeting of shareholders and may appoint a proxy in writing to attend the meeting and participate in voting, and the shareholder's proxy need not be a shareholder of the Company;

(4) The record date for shareholders entitled to attend the meeting of shareholders;

(5) The name and telephone number of the permanent contact person for meeting affairs;

(6) Other requirements stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.

**Convening of Shareholders' meeting**

The Board of Directors of the Company and other conveners shall take necessary measures to ensure the normal order of the meeting of shareholders. Measures shall be taken to stop acts that interfere with the meeting of shareholders, cause trouble and infringe upon the legitimate rights and interests of shareholders, and such acts shall be promptly reported to the relevant departments for investigation and punishment.

All shareholders of the Company or their proxies registered in the share register on the record date shall have the right to attend the meeting of shareholders and exercise voting rights (including the right to speak and vote at the meeting of shareholders) in accordance with the relevant laws, regulations, the Listing Rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association. The Company and the convener shall not refuse such right for any reason, unless individual shareholders are required to waive voting rights on specific matters in accordance with the securities regulatory rules of the place where the Company's shares are listed. Pursuant to the applicable laws, regulations and the Listing Rules, if any shareholder is required to waive voting rights on a certain resolution matter, or any shareholder is restricted to only vote in favour of (or against) a certain resolution matter, any votes cast by such shareholder or their representatives in violation of the relevant provisions or restrictions shall not be counted.

A shareholder may attend the meeting of shareholders in person, or entrust one or more proxies to attend, speak and vote on their behalf. Each shareholder is entitled to appoint one or more proxies, provided that the proxy(s) need not be a shareholder of the Company.

The meeting of shareholders shall be presided over by the Chairman of the Board of Directors. If the Chairman of the Board of Directors is unable to perform his/her duties or fails to perform his/her duties, the meeting shall be presided over by a director jointly elected by more than half of the directors.

A meeting of shareholders convened by the Audit Committee on its own shall be presided over by the convener of the Audit Committee. If the convener of the Audit Committee is unable to perform his/her duties or fails to perform his/her duties, the meeting shall be presided over by a member of the Audit Committee jointly elected by more than half of the members of the Audit Committee.

A meeting of shareholders convened by shareholders on their own shall be presided over by the convener or a representative elected by the convener.

If the chairperson of the meeting violates the rules of procedure and renders the meeting of shareholders unable to proceed, the meeting of shareholders may elect a person to act as the chairperson of the meeting and continue the meeting with the consent of more than half of the voting rights held by the shareholders attending the meeting of shareholders.

Resolutions of the meeting of shareholders shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution of the meeting of shareholders shall be adopted by more than half of the voting rights held by the shareholders attending the meeting.

A special resolution of the meeting of shareholders shall be adopted by more than two-thirds of the voting rights held by the shareholders attending the meeting.

The term "shareholders" as used in this Article includes shareholders attending the meeting of shareholders through proxies, i.e., including shareholder proxies.

The following matters shall be adopted by the meeting of shareholders by ordinary resolution:

(1) Work reports of the Board of Directors;

(2) Profit distribution proposals and loss recovery proposals formulated by the Board of Directors;

(3) Appointment and removal of members of the Board of Directors and their remuneration and payment methods;

(4) Engagement, dismissal and remuneration of accounting firms;

(5) All other matters that are not required to be adopted by special resolution pursuant to laws, administrative regulations, the Listing Rules, the securities regulatory rules of the place where the Shares are listed, or these Articles of Association.

The following matters shall be adopted by a special resolution of the meeting of shareholders:

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

(2) The division, spin-off, merger, dissolution, liquidation and voluntary winding-up of the Company;

(3) Amendment of these Articles of Association;

(4) Matters where the Company purchases or sells major assets or provides guarantees to others in an amount exceeding 30% of the Company's latest audited total assets within one year;

(5) Changes to the rights attached to class shares shall be approved by a special resolution (excluding treasury shares) of the shareholders holding the class shares with the relevant rights;

(6) Equity incentive plans;

(7) Other matters stipulated by laws, administrative regulations, the Listing Rules, the securities regulatory rules of the place where the Company's shares are listed or these Articles of Association, as well as matters that the meeting of shareholders determines through an ordinary resolution will have a significant impact on the Company and thus need to be adopted by a special resolution.

Shareholders shall exercise voting rights according to the number of voting shares held by them, and each share held shall have one voting right.

Shares of the Company held by the Company itself shall have no voting rights, and such shares shall not be included in the total number of voting shares attending the meeting of shareholders.

## BOARD OF DIRECTORS

### Directors

Directors may include executive directors and independent directors.

A person shall not serve as a director of the Company if he/she falls under any of the following circumstances:

(1) Being incompetent for civil conduct or having limited capacity for civil conduct;

(2) Having been sentenced to criminal punishment for embezzlement, bribery, seizure of property, misappropriation of property or disruption of the socialist market economy; or having been deprived of political rights due to a crime, and less than 5 years have passed since the expiration of the deprivation; or having been sentenced to probation, and less than 2 years have passed since the expiration of the probation period;

(3) Having served as a director, factory director or manager of a company or enterprise that has undergone bankruptcy liquidation, and being personally liable for the bankruptcy of such company or enterprise, and less than 3 years have passed since the completion of the bankruptcy liquidation of such company or enterprise;

(4) Having served as the legal representative of a company or enterprise whose business licence has been revoked or which has been ordered to close down due to illegal acts, and being personally liable for such revocation or closure, and less than 3 years have passed since the revocation of the business licence or the order to close down of such company or enterprise;

(5) Being listed as a person subject to enforcement for breach of trust by a people's court due to failure to repay relatively large personal debts that are due;

(6) Having been imposed with a securities market entry ban by the CSRC or identified as an inappropriate person, and the period of such ban or identification has not expired;

(7) Having been subject to disciplinary sanctions by the National Equities Exchange and Quotations or the stock exchange identifying him/her as unfit to serve as a director or senior management personnel of a company, and the period of such disciplinary sanction has not expired;

(8) Other circumstances stipulated by laws, administrative regulations, departmental rules, the Listing Rules, the regulatory rules of the place where the Company's shares are listed or the relevant regulatory authorities.

Any election, appointment or engagement of a director in violation of the provisions of this Article shall be invalid. If a director falls under any of the circumstances specified in this Article during his/her term of office, the Company shall remove him/her from office and terminate his/her performance of duties.

Directors shall be elected or removed by the meeting of shareholders, and the term of office of a director shall be three years.

Subject to the provisions of the Listing Rules, a director may be re-elected upon the expiration of his/her term of office.

The term of office of a director shall commence on the date of assumption of office and expire on the date of expiration of the term of office of the current Board of Directors. If a director's term of office expires and no re-election is conducted in a timely manner, the original director shall continue to perform the duties of a director in accordance with the provisions of laws, administrative regulations, departmental rules, the Listing Rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association before the newly elected director assumes office.

Without violating the applicable laws and the securities regulatory rules of the place where the Company's shares are listed, any person appointed by the Board of Directors as a director to fill a temporary vacancy or increase the number of the Board of Directors shall hold office from the date of assumption of office until the first annual meeting of shareholders after the appointment, and shall be eligible for re-election at that time.

A director may concurrently serve as the general manager or other senior management personnel, provided that the total number of directors concurrently holding senior management positions and directors who are representatives of employees shall not exceed half of the total number of directors of the Company.

Directors shall owe the following fiduciary duties to the Company:

(1) Shall not occupy the Company's property or misappropriate the Company's funds;

(2) Shall not deposit the Company's funds in an account opened in his/her own name or in the name of any other individual;

(3) Shall not accept bribes or other illegal income by virtue of his/her powers;

(4) Shall not directly or indirectly enter into a contract or conduct a transaction with the Company without reporting to the Board of Directors or the meeting of shareholders and obtaining the approval of the Board of Directors or the meeting of shareholders in accordance with the provisions of these Articles of Association;

(5) Shall not use his/her position to seek business opportunities that should belong to the Company for himself/herself or others, except where such business opportunity is reported to the Board of Directors or the meeting of shareholders and approved by the meeting of shareholders, or the Company is unable to utilise such business opportunity in accordance with the provisions of laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed or these Articles of Association;

(6) Shall not engage in business similar to that of the Company for himself/herself or others without reporting to the Board of Directors or the meeting of shareholders and obtaining the approval of the meeting of shareholders;

(7) Shall not accept commissions from transactions between others and the Company for his/her own benefit;

(8) Shall not disclose the Company's secrets without authorisation;

(9) Shall not use his/her connected relationship to damage the interests of the Company;

(10) Other fiduciary duties stipulated by laws, administrative regulations, departmental rules, the Listing Rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.

Any income obtained by a director in violation of the provisions of this Article shall belong to the Company; if any loss is caused to the Company, the director shall be liable for compensation.

The provisions of Item (4) of Paragraph 2 of this Article shall apply to transactions entered into between the close relatives of a director, enterprises directly or indirectly controlled by a director or his/her close relatives, and connected persons having other connected relationships with a director, and the Company.

Directors shall owe the following duties of care to the Company:

(1) Shall exercise the rights conferred by the Company cautiously, earnestly and diligently to ensure that the Company's business activities comply with the requirements of national laws, administrative regulations and various national economic policies, and that the business activities do not exceed the business scope specified in the business licence;

(2) Shall treat all shareholders fairly;

(3) Shall promptly understand the business operation and management status of the Company;

(4) Shall sign a written confirmation opinion on the Company's periodic reports. He/she shall ensure that the information disclosed by the Company is true, accurate and complete, and shall not entrust others to sign on his/her behalf or refuse to sign for any reason. If a director is unable to guarantee the truthfulness, accuracy and completeness of the content of the periodic report or has objections thereto, he/she shall explain the specific reasons and make an announcement;

(5) Shall truthfully provide relevant information and materials to the Audit Committee and shall not obstruct the Audit Committee from exercising its powers;

(6) Other duties of care stipulated by laws, administrative regulations, departmental rules, the Listing Rules, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association.

**Board of Directors**

The company has a Board of Directors comprising eight directors, including one chairman and three independent directors, all of whom shall be elected by the shareholders' general meeting.

The Board of Directors shall exercise the following powers:

(1) Convene the meeting of shareholders and submit a report to the meeting of shareholders;

(2) Implement the resolutions of the meeting of shareholders;

(3) Determine the Company's business plans and investment plans;

(4) Formulate the Company's profit distribution plans and loss compensation plans;

(5) Formulate plans for the Company to increase or decrease registered capital, issue bonds or other securities and list them;

(6) Formulate plans for the Company's major acquisitions, repurchase of the Company's own shares, or merger, division, dissolution and change of the Company's form;

(7) Within the scope of authorisation by the meeting of shareholders, decide on matters such as the Company's external investments, acquisition and sale of assets, asset mortgages, external guarantee matters, entrusted financial management, connected transactions, and external donations;

(8) Determine the establishment of the Company's internal management institutions and special committees of the Board of Directors;

(9) Decide on the appointment or dismissal of the Company's general manager and secretary of the Board of Directors, and determine matters relating to their remuneration, rewards and punishments; upon the recommendation of the general manager, appoint or dismiss the Company's deputy general managers, chief financial officers (finance directors) and other senior management personnel, and determine matters relating to their remuneration, rewards and punishments;

(10) Formulate and revise the Company's basic management systems;

(11) Formulate plans for the amendment of these Articles of Association;

(12) Manage the Company's information disclosure matters and disclose periodic reports and interim reports in accordance with the law;

(13) Submit to the meeting of shareholders proposals for the engagement or replacement of the accounting firm undertaking the Company's audit business;

(14) Listen to the work report of the Company's general manager and inspect the work of the general manager;

(15) Other powers conferred by laws, administrative regulations, departmental rules, the Listing Rules, the securities regulatory rules of the place where the Company's shares are listed, these Articles of Association or the meeting of shareholders.

Meeting of the Board of Directors may be convened only if more than half of the directors are present. Except as otherwise stipulated by laws, administrative regulations, departmental rules, the Listing Rules of the Stock Exchange of Hong Kong Limited, other securities regulatory rules of the place where the Company's shares are listed and these Articles of Association, a resolution of the Board of Directors must be adopted by more than half of all directors.

Voting on resolutions of the Board of Directors shall be conducted on a one-person-one-vote basis.

**Independent Directors**

The Company shall have independent directors. Unless otherwise provided in this Section, the provisions of these Articles of Association regarding the qualifications and duties of directors shall apply to independent directors. Independent directors shall perform their duties diligently in accordance with laws, administrative regulations, the rules of the China Securities Regulatory Commission, the securities regulatory rules of the place where the Company's shares are listed, and these Articles of

Association. They shall play a role in participating in decision-making, providing checks and balances, and offering professional advice within the Board of Directors, so as to safeguard the overall interests of the Company and protect the legitimate rights and interests of minority shareholders.

**Special Committees of the Board of Directors**

The Board of Directors of the Company shall establish an Audit Committee to exercise the powers of the supervisory board as stipulated in the Company Law.

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 control.

The Board of Directors of the Company shall establish such other special committees as the nomination committee and the remuneration and appraisal committee, which shall perform their duties in accordance with these Articles of Association and the authorisation of the board of directors. Proposals made by the special committees shall be submitted to the board of directors for review and decision. The working rules and procedures of the special committees shall be formulated by the board of directors.

**Senior executives**

The Company shall have one General Manager, who shall be nominated by the Chairman of the Board of Directors and appointed or dismissed by the Board of Directors.

The Company may have several Deputy General Managers, who shall be appointed or dismissed by the Board of Directors.

The General Manager shall be accountable to the Board of Directors and exercise the following powers:

(1) Preside over the Company's production, operation and management, organise the implementation of the Board of Directors' resolutions, and submit work reports to the Board of Directors;

(2) Organise the implementation of the Company's annual business plans and investment plans;

(3) Formulate proposals for the establishment of the Company's internal management institutions;

(4) Formulate the Company's basic management systems;

(5) Formulate the Company's specific rules and regulations;

(6) Submit proposals to the Board of Directors for the appointment or dismissal of the Company's Deputy General Managers and Chief Financial Officer (Finance Director);

(7) Decide on the appointment or dismissal of responsible management personnel other than those to be appointed or dismissed by the Board of Directors;

(8) Be responsible for approving external investment and external financing matters that do not fall within the approval authority of the Board of Directors or the Meeting of Shareholders;

(9) Other powers conferred by these Articles of Association and the Board of Directors.

The General Manager shall attend meetings of the Board of Directors.

The Company shall appoint a Secretary of the Board of Directors as the person in charge of information disclosure, who shall be responsible for the Company's information disclosure matters, the preparation of meetings of the meeting of shareholders and the Board of Directors, the custody of documents, as well as the management of the Company's shareholder information and investor relations management, among other duties.

## FINANCIAL ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

### Financial Accounting System

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

The Company shall submit, disclose and/or present to shareholders annual reports, interim reports, earnings announcements and other documents in accordance with the laws and regulations of the place of listing, the securities regulatory rules of the place where the Company's shares are listed and other regulatory documents. The aforementioned annual reports, interim reports, earnings announcements and other documents shall be prepared and announced in accordance with the provisions of relevant laws, administrative regulations, departmental rules, the Listing Rules and the securities regulatory authority of the place where the Company's shares are listed.

The Company shall not establish any separate accounting books in addition to the statutory accounting books. No funds of the Company shall be deposited in any account opened in the name of any individual.

### Profit Distribution

When the Company distributes the after-tax profits of the current year, it shall allocate 10% of the profits to the Company's statutory reserve fund. The Company may stop allocating to the statutory reserve fund when the accumulated amount of the statutory reserve fund accounts for 50% or more of the Company's registered capital.

Where the Company's statutory reserve fund is insufficient to cover the losses of previous years, the current year's profits shall first be used to cover the losses before allocating the statutory reserve fund in accordance with the provisions of the preceding paragraph.

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

The remaining after-tax profits of the Company after covering losses and allocating reserve funds shall be distributed in proportion to the shares held by shareholders, unless otherwise stipulated in these Articles of Association.

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

The Company shall appoint one or more receiving agents in Hong Kong for holders of H shares. The receiving agent(s) shall collect and hold dividends and other monies payable by the Company in respect of the H shares on behalf of the relevant H shareholders pending payment to such H shareholders. The receiving agent(s) 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.

### Internal Audit

The Company adopts an internal audit system, which specifies the leadership system, responsibilities and powers, staffing, funding guarantee, application of audit results and accountability of internal audit work.

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

The Company's internal audit institution shall conduct supervision and inspection on the Company's business activities, risk management, internal control, financial information and other matters.

### Engagement of Accounting Firms

The Company engages accounting firms that meet the requirements of the Securities Law, the Listing Rules and the securities regulatory rules of the place where the Company's shares are listed to conduct audit of financial statements, verification of net assets and other relevant consulting services. The term of engagement is one year and may be renewed.

The engagement, dismissal or replacement of accounting firms by the Company must be decided by the meeting of shareholders. The Board of Directors shall not appoint an accounting firm prior to a decision by the meeting of shareholders.

When the Company dismisses or does not renew the engagement of an accounting firm, it shall give 30 days' prior notice to the accounting firm. When the meeting of shareholders votes on the dismissal of the accounting firm, the accounting firm shall be allowed to present its opinions.

If an accounting firm resigns, it shall explain to the meeting of shareholders whether there is any improper circumstance in the Company.

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

### Merger, Division, Increase of Capital and Reduction of Capital

The merger of the Company may be effected by way of merger by absorption or merger by new establishment.

A merger whereby one company absorbs another or other companies is a merger by absorption, and the absorbed company or companies shall be dissolved. A merger whereby two or more companies merge to establish a new company is a merger by new establishment, and all merging parties shall be dissolved.

In the event of a merger of the Company, the merging parties shall enter into a merger agreement and prepare a balance sheet and a detailed inventory of assets. The Company shall notify its creditors within 10 days from the date on which the merger resolution is adopted, and make a public announcement in a newspaper, or through the National Enterprise Credit Information Publicity System and the media designated in these Articles of Association within 30 days. Creditors may, within 30 days from the date of receipt of the notice, or within 45 days from the date of the public announcement if no notice is received, demand the Company to repay its debts or provide a corresponding guarantee. If the securities regulatory rules of the place where the Company's shares are listed provide otherwise, the relevant parties shall also comply with such rules.

Upon merger of the Company, the claims and debts of all merging parties shall be succeeded 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 event of a division of the Company, the Company shall prepare a balance sheet and a detailed inventory of assets. The Company shall notify its creditors within 10 days from the date on which the division resolution is adopted, and make a public announcement in a newspaper, or through the National Enterprise Credit Information Publicity System and the media designated in these Articles of Association within 30 days. If the securities regulatory rules of the place where the Company's shares are listed provide otherwise, the relevant parties shall also comply with such rules.

The debts incurred by the Company before division shall be jointly and severally liable by the companies established after the division, unless otherwise agreed in a written agreement reached between the Company and its creditors prior to the division regarding the settlement of debts.

If the Company intends to reduce its registered capital, it shall prepare a balance sheet and a detailed inventory of assets.

The Company shall notify its creditors within 10 days from the date on which the resolution to reduce registered capital is adopted by the meeting of shareholders, and make a public announcement in a newspaper, or through the National Enterprise Credit Information Publicity System and the media designated in these Articles of Association within 30 days. If the securities regulatory rules of the place where the Company's shares are listed provide otherwise, the relevant parties shall also comply with such rules. Creditors shall have the right, within 30 days from the date of receipt of the notice, or within 45 days from the date of the public announcement if no notice is received, to demand the Company to repay its debts or provide a corresponding guarantee.

When the Company reduces its registered capital, the capital contributions or shares shall be reduced correspondingly in proportion to the capital contributions or shares held by shareholders, unless otherwise provided by law or these Articles of Association.

**Dissolution and Liquidation**

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

(1) Any other ground for dissolution specified in these Articles of Association occurs;

(2) A resolution on dissolution is adopted by the meeting of shareholders;

(3) Dissolution is required due to merger or division of the Company;

(4) Its business licence is revoked, it is ordered to close down or is dissolved in accordance with the law;

(5) The Company encounters serious difficulties in its operation and management, and continued existence will cause substantial losses to the interests of shareholders, which cannot be resolved by other means. Shareholders holding 10% or more of the voting rights may petition the people's court to dissolve the Company.

Where any ground for dissolution specified in the preceding paragraph occurs, the Company shall publicise such ground through the National Enterprise Credit Information Publicity System and the media designated in these Articles of Association within 10 days. If the securities regulatory rules of the place where the Company's shares are listed provide otherwise, the relevant parties shall also comply with such rules.

**Amendment of the Articles of Association**

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

(1) After the Company Law, relevant laws, administrative regulations, the Listing Rules or the regulatory rules of the place where the Company's shares are listed are amended, the provisions herein conflict with the amended laws, administrative regulations, the Listing Rules or the regulatory rules of the place where the Company's shares are listed;

(2) Changes in the Company's circumstances are inconsistent with the matters recorded in these Articles of Association;

(3) The meeting of shareholders decides to amend the Articles of Association.

Where any amendment to the Articles of Association adopted by resolution of the meeting of shareholders is subject to examination and approval by the competent authority, it shall be submitted to the original competent authority for approval; where it involves any company registration matter, the amendment registration shall be handled in accordance with the law.