
APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

This Appendix contains the summary of the principal provisions of the Articles of Association adopted by the Company on May 8, 2026 and will become effective on the date that the H Shares are [REDACTED] on the Stock Exchange. The main objective of this Appendix is to provide potential investors with an overview of the Company’s Articles of Association. As the information contained in this Appendix is a summary, it may not contain all the information that may be important to potential investors.

SHARES

Issuance of Shares

Shares of the Company shall be in registered form.

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

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

INCREASE, REDUCTION AND REPURCHASE OF SHARES

Increase of Capital

The Company may, based on its business and development needs and in accordance with the requirements of laws, regulations, the Hong Kong Listing Rules and other applicable security regulations of the place where the shares are listed, increase its registered capital by way of separate resolutions passed by the General Meeting in the following manners:

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

Decrease of Capital

The Company may reduce the registered capital. Any reduction of the Company’s registered capital shall observe the procedures of the Company Law, the Hong Kong Listing Rules, other applicable regulations and this Articles of Association.

Repurchase of Shares

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

- (1) reducing the Company’s registered capital;
- (2) merging with other companies which hold shares in the Company;
- (3) awarding shares for employee stock ownership plan or share incentive plan;

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- (4) acquiring shares held by Shareholders who vote against any resolution proposed in any general meeting on the merger or division of the Company, upon their request;
- (5) use of shares for the conversion of corporate bonds issued by the Company that are convertible into shares;
- (6) methods taken necessary for the Company to preserve its value, the rights and interests of shareholders.

Except as set forth above, the Company shall not repurchase its own shares. Any repurchase of its own shares by the Company may be carried out through public centralized trading or other methods permitted by laws, regulations, the Hong Kong Listing Rules, and other applicable security regulations of the place where the shares are listed, and the CSRC (if required).

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

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

TRANSFER OF SHARES

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

The directors and senior management of the Company shall report to the Company their possession of Company shares and changes thereof and shall not transfer more than 25 percent of the total number of their shares in the Company per annum during their terms of service. The shares held by the aforesaid personnel shall not be transferred within one year from the listing date of the Company’s shares. The aforesaid personnel shall not transfer their shares in the Company within half a year after they terminate their service with the Company.

If shares are pledged during a restricted transfer period as provided by laws or administrative regulations, the pledgee shall not exercise the pledge during such restricted period.

The security regulations of the place where the shares are listed shall also apply to the Company if there are any terms concerning the transfer of listing shares.

SHAREHOLDERS AND GENERAL MEETING

General Provisions for Shareholders

A Shareholder shall enjoy rights and assume obligations in accordance with the class and proportion of shares held by it. Shareholders holding shares of the same class shall be entitled to equal rights and assume the same obligations.

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The Shareholders shall enjoy the following rights:

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

The Shareholders of the Company shall have the following obligations:

- (1) to abide by laws, administrative regulations, the security regulations of the place where the shares are listed and this Articles of Association;
- (2) to pay capital contribution for the shares subscribed for in the prescribed method of subscription;
- (3) not to withdraw shares unless in the circumstances stipulated by laws, regulations and the security regulations of the place where the shares are listed;
- (4) not to abuse their rights to harm the lawful interests of the Company or other shareholders; not to abuse the Company’s position as an independent legal person or shareholder’s limited liability protection to harm the lawful interests of the creditors of the Company. Where a shareholder of the Company abuses its shareholder rights and causes losses to the Company or other shareholders, it shall be liable for compensation in accordance with the law.

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Where a shareholder abuses the Company’s position as an independent legal entity or shareholder’s limited liability protection to evade debts, thereby seriously prejudicing the interests of the Company’s creditors, such shareholder shall be jointly and severally liable for the Company’s indebtedness.

Where a shareholder commits any act specified in the preceding paragraph by resorting to two or more companies under its control, each of the companies shall be jointly and severally liable for the debts of any one of them.

- (5) to fulfill other obligations as stipulated by laws, administrative regulations, the security regulations of the place where the shares are listed and the Articles of Association.

General rules for the General Meeting

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

- (1) to elect and change the Directors who are not representatives of the employees and decide on the remunerations of Directors;
- (2) to review and approve reports of the Board;
- (3) to review and approve the profit distribution plans and loss recovery plans of the Company;
- (4) to pass resolutions on the increase or decrease of the registered capital of the Company;
- (5) to pass resolutions on the issuance of bonds of the Company;
- (6) to pass resolutions on the merger, division, dissolution, liquidation or change of Company form of the Company;
- (7) to change the Articles of Association of the Company;
- (8) to pass resolutions on the employment, termination of the accounting firm engaged to conduct the audit of the Company;
- (9) to review and approve the guarantee matters that need to be approved by the General Meeting according to Article 40 of this Articles of Association;
- (10) to review the purchase or disposal of major assets by the Company within one year where the amount exceeds 30% of the Company’s latest audited total assets;
- (11) to review and approve the change of the use of proceeds raised by the Company;
- (12) to review and approve share incentive plans and employee share ownership schemes;
- (13) to review other matters that are required by laws, administrative regulations, departmental rules, the security regulations of the place where the shares are listed, or the Articles of Association to be decided by the General Meeting.

The General Meeting may authorize the Board to pass resolutions on the issuance of corporate bonds.

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The Company, upon resolution of the General Meeting or with the authorization of the Articles of Association and the General Meeting, may issue shares or convertible shares. The implementation of the issuance shall comply with the laws, administrative regulations, and rules and regulations of the CSRC and the Hong Kong Stock Exchange.

Except as otherwise stipulated by laws, administrative regulations, the CSRC rules or the security regulations of the place where the shares are listed, the duties and powers of the General Meeting shall not be exercised by the Board or other institutions or individuals through authorization.

The General Meetings consist of annual meetings and extraordinary meetings. The annual meeting shall be held once every year within six months from the end of the previous fiscal year.

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

- (1) the number of directors is less than the number stipulated in the Company Law or two-thirds of the number of directors specified in the Articles of Association;
- (2) the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;
- (3) the shareholder(s) individually or jointly holding 10 percent or more of the Company’s voting rights request(s) in writing to convene an extraordinary meeting;
- (4) deemed necessary by the Board to convene;
- (5) proposed by the Audit Committee to convene;
- (6) any other circumstances stipulated by laws, administrative regulations, departmental regulations, the security regulations of the place where the shares are listed or the Articles of Association.

Summoning of General Meeting

The Board shall convene the general meetings within the period stipulated in the Articles of Association. With the consent of more than half of all independent non-executive directors, any independent non-executive Directors shall be entitled to propose to the Board to convene an extraordinary meeting. The Board shall, in accordance with the laws, administrative regulations and this Articles of Association, give a written reply on whether or not to convene the extraordinary meeting within 10 days after receiving the proposal from the independent non-executive Directors. If the Board agrees to convene the extraordinary meeting, a notice of such meeting shall be issued within 5 days after the resolution of the Board is passed. If the Board does not agree to convene the extraordinary meeting, it shall explain the reasons and make an announcement.

The Audit Committee shall have the right to propose to the Board to convene an extraordinary meeting in writing. The Board shall, in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed and this Articles of Association, give a written reply on whether to convene the extraordinary meeting or not within 10 days after receipt of the proposal.

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

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

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

Proposals of the General Meeting

When a general meeting is convened by the Company, Shareholders who individually or jointly hold one percent or more of the shares of the Company carrying voting right, shall be entitled to make proposals in writing to the Company and the convener ten days before the convening of the general meeting. The convener shall issue a supplementary notice of the general meeting within 2 days upon receipt of the proposal, specifying the contents of the temporary proposal; provided however that this shall not apply where the temporary proposal violates the provisions of laws, administrative regulations, the security regulations of the place where the shares are listed or this Articles of Association, or falls outside the scope of the functions and powers of the General Meeting.

Except as stipulated in the above paragraph, the convener, after issuing the notice of the general meeting, shall neither modify the proposals stated in the notice of general meetings nor add new proposals. Shareholders shall neither vote at the general meeting nor make resolution on proposals that are not set out in the notice of general meeting or do not comply with the provisions of the Articles of Association.

Notices of the General Meeting

The convener shall notify all shareholders 20 days prior to the convening of the annual meeting, and shall notify all shareholders 15 days prior to the convening of any extraordinary meeting. Notices of general meetings shall be given to shareholders in a manner compliant with laws, administrative regulations, the Hong Kong Listing Rules, the security regulations of the place where the shares are listed and this Articles of Association.

Convening of General Meeting

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

Resolutions of General Meeting

The following matters shall be resolved by way of Ordinary Resolution at a General Meeting:

- (1) the appointment and removal of Directors (other than employee representatives) and the determination of their remuneration and payment methods;
- (2) review and approve the work reports of the Board of Directors;
- (3) review and approve the Company’s profit distribution plan and loss recovery plan;

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- (4) other matters that are not required to be adopted by special resolution pursuant to laws, administrative regulations, the security regulations of the place where the shares are listed and this Articles of Association.

The following matters shall be resolved by way of Special Resolution at a General Meeting:

- (1) Increase or decrease the registered capital of the Company;
- (2) the division, spin-off, merger, dissolution and liquidation of the Company;
- (3) change of the Articles of Association;
- (4) purchase or dispose of major assets or providing security with an amount exceeding 30% of the Company’s latest audited total assets within one year;
- (5) adopting the equity incentive plan;
- (6) other matters to be adopted by Special Resolution as stipulated by laws, administrative regulations, the security regulations of the place where the shares are listed, this Articles of Association, or as otherwise determined by the General Meeting through a Ordinary Resolution to have a material impact on the Company.

DIRECTORS AND BOARD OF DIRECTORS

Directors

Directors of the Company are natural persons, and a person shall not serve as a Director of the Company if any of the following circumstances applies:

- (1) a person without civil capacity or with limited civil capacity;
- (2) a person who has been sentenced to criminal punishment for corruption, bribery, embezzlement of property, misappropriation of property or disruption of the socialist market economic order; or has been deprived of political rights because of committing an offense, in each case where less than 5 years have elapsed since the expiration of the execution period; or who has been declared under probation, where less than 2 years have elapsed since the expiration of the probation period;
- (3) a person who is a former director, factory director or manager of a company or an enterprise which was insolvent and liquidated and who was personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise;
- (4) a person who was the legal representative of a company or an enterprise whose business license has been revoked and was ordered to cease its business due to the violation of laws and who is personally liable for the revocation, where less than 3 years have elapsed since the date of the revocation of the business license or the order to close of such company or enterprise;
- (5) a person who has a relatively large amount of personal indebtedness which is overdue and outstanding and is listed as a dishonest person subject to enforcement by the People’s Court;
- (6) a person who has been banned from entering the securities market by the CSRC and whose term has not yet expired;

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- (7) a person who has been treated unfit to serve as Director or senior management by the security regulations of the place where the shares are listed and whose term has not yet expired;
- (8) other contents stipulated by laws, administrative regulations, departmental rules, Hong Kong Listing Rules, securities regulatory rules the security regulations of the place where the shares are listed.

Any election, appointment or engagement of a Director in violation of the provision of this Article shall be invalid. If a Director falls under the circumstances stipulated above during his/her term of office, the Company shall remove such Director from his/her office and terminate his/her authority to act.

The employee representatives (if any) on the Board shall be democratically elected by the employees of the Company through the employee representative congress, employee meeting or other forms. Non-employee representative directors shall be elected or replaced by the General Meeting, with a term of 3 years, and may be removed from office by the General Meeting prior to the expiry of their term of office. Upon the expiry of a Director’s term, such director may be re-elected and hold office consecutively.

Board of Directors

The Company shall have a Board of directors which consists of 9 directors. Independent non-executive directors shall constitute more than one-third of the all directors on the Board and such number shall not be less than three.

At least one independent non-executive director must possess the appropriate professional qualifications as required under the Hong Kong Listing Rules, or appropriate accounting or relevant financial management expertise. At least one independent non-executive director shall ordinarily be resided in Hong Kong. All independent non-executive directors must meet the independence requirements stipulated by the security regulations of the place where the shares are listed.

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

- (1) convening general meetings of shareholders and reporting to the General Meeting;
- (2) implementing resolutions adopted by the General Meeting;
- (3) determining the business plans and investment proposals of the Company;
- (4) formulating the profit distribution plans and loss recovery plans of the Company;
- (5) formulating proposals for increasing or reducing the registered capital of the Company, issuing bonds or other securities and listing;
- (6) formulating proposals for material acquisition, repurchase of the Company’s shares, or merger, division, dissolution and change of company form of the Company;
- (7) deciding on external investment, acquisition and disposal of assets, assets mortgage, external guarantee, entrusted financial management, connected transactions, external donation and other matters within the scope of the Article of Association and authorization granted by the General Meeting;
- (8) deciding on the establishment of the Company’s internal management structure;

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- (9) deciding on the appointment or removal of the General Manager (Chief Executive Officer), the Secretary of the Board and other senior management personnels of the Company, and to determine their remuneration matters; to appoint or remove Chief Financial Officer, Chief Technology Officer, Chief Operating Officer and other senior management personnel of the Company upon the nomination by the General Manager (Chief Executive Officer), and to determine their remuneration, reward and punishment matters;
- (10) reviewing, formulating and revising the basic management systems of the Company;
- (11) formulating proposals for change of the Articles of Association;
- (12) managing the information disclosure of the Company in accordance with laws and regulations, the Hong Kong Listing Rules and the internal rules and policies of the Company;
- (13) proposing to the General Meeting the engagement or replacement of the accounting firm engaged to audit the Company;
- (14) hearing work reports from the general manager (Chief Executive Officer) of the Company and inspecting the work of the general manager (Chief Executive Officer);
- (15) reviewing and monitoring the training and continuous professional development of directors and senior management personnel;
- (16) reviewing and monitoring the Company’s policies and practices in compliance with legal and regulatory requirements;
- (17) such other powers and functions as conferred by laws, administrative regulations, departmental rules, the security regulations of the place where the shares are listed or this Articles of Association.

Matters exceeding the scope of authorization granted by the General Meeting shall be submitted to the General Meeting for consideration and approval.

Independent non-executive Directors

Independent non-executive directors shall, in accordance with the provisions of laws, administrative regulations, the CSRC, the security regulations of the place where the shares are listed and this Articles of Association, faithfully perform their duties, participate in decision-making, exercise supervision and check-and-balance functions, and provide professional advice within the Board of Directors, safeguard the overall interests of the Company and protect the legitimate rights and interests of minority shareholders.

Special Committees of the Board

The Board of the Company shall establish an audit committee in accordance with the Company Law and the security regulations of the place where the shares are listed, which shall exercise the powers of the supervisory board as stipulated under the Company Law. The audit committee shall consist of three Directors who do not serve as senior management positions in the Company (i.e., non-executive directors), among which at least two Directors shall be independent non-executive directors. The convener shall be an accounting professional among the independent non-executive directors who meets the requirements under the security regulations of the place where the shares are listed.

The Board shall set up other special committees including the nomination committee and the remuneration committee. Each special committee shall perform its duties in accordance with the security regulations of the place where the shares are listed, this Articles of Association and the authorization

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granted by the Board. Proposals of any special committee shall be submitted to the Board for deliberation and decision. The working protocols of special committees shall be formulated by the Board. The composition of members of the special committees shall comply with the relevant requirements prescribed by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the security regulations of the place where the shares are listed or the relevant regulatory authorities.

GENERAL MANAGER AND OTHER SENIOR MANAGERMENTS

The Company shall have one General Manager (Chief Executive Officer), one Co-Chief Executive Officer, one Chief Technology Officer, one Chief Financial Officer, one Chief Operating Officer.

The above individuals constitute senior management.

The General Manager is accountable to the Board and shall exercise the following powers and duties:

- (1) presiding over the production, operation and management of the Company, organize the implementation of the resolutions of the Board of Directors, and report to the Board of Directors;
- (2) organizing the implementation of the annual business plans and investment proposals of the Company;
- (3) formulating proposals for the establishment of the internal management structure of the Company;
- (4) formulating the basic management systems of the Company;
- (5) formulating the specific rules and regulations of the Company;
- (6) proposing to the Board of Directors the appointment or removal of deputy general managers and the financial officer of the Company;
- (7) appointing or removing other responsible management personnel other than those to be appointed or removed by the Board;
- (8) reviewing and approving ordinary connected transactions other than those required to be approved by the Board or the General Meeting pursuant to the Articles of Association;
- (9) reviewing and approving other material transactions, external investments, external guarantees and other matters other than those required to be approved by the Board or the General Meeting pursuant to the Articles of Association;
- (10) such other duties or powers as conferred by the Articles of Association, the security regulations of the place where the shares are listed or the Board.

FINANCE AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Financial and Accounting System

The Company shall establish its financial and accounting system in accordance with laws, administrative regulations, the security regulations of the place where the shares are listed, and the provisions of relevant national authorities.

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The General Meeting shall consider and approve the annual financial report within six months after the end of each fiscal year. The aforesaid financial report shall be prepared in accordance with relevant laws, administrative regulations, departmental rules and the security regulations of the place where the shares are listed.

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

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

Subject to the recovery of prior years’ losses and allocation to reserve funds, the remaining after-tax profits of the Company shall be distributed to the shareholders in pro rata, unless otherwise stipulated in this Articles of Association to distribute not in proportion to shareholdings.

Internal Audit

The Company implements an internal audit system, which specifies the leadership system, responsibilities and authorities, personnel allocation, funding support, application of audit results and accountability for internal audit work. The internal audit protocol of the Company shall be implemented after being approved by the Board.

The Company’s internal audit department shall conduct supervision and inspection of business activities, risk management, internal controls, financial information and other matters.

Appointment of Accounting Firm

The Company shall engage an independent accounting firm qualified under the Securities Law or the security regulations of the place where the shares are listed to conduct audit of financial statements, net asset verification and other related consulting services. The term of appointment shall be one year and can be renewable.

The Company’s engagement and dismissal of an accounting firm shall be determined by the General Meeting, and the Board may not appoint an accounting firm before a decision is made by the General Meeting.

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

Merger, Division, Capital Increase, Capital Reduction

If the Company undergoes a merger, the parties to the merger shall enter into a merger agreement, and shall prepare a balance sheet and a property list. The Company shall notify creditors within ten days from the date of making the merger resolution, and shall publish an announcement within thirty days in the National Enterprise Credit Information Publicity System. Creditors may require the Company to pay off debts or provide corresponding guarantees within thirty days from the date of receipt of the notice, or within forty-five days from the date of announcement if no notice is received.

Where there is a division of the Company, its assets shall be divided accordingly and a balance sheet and property list shall be prepared. The Company shall notify its creditors within ten days as of the date of the resolution for the division and shall publish an announcement in National Enterprise Credit Information Publicity System within thirty days as of the date of such resolution.

Debts of the Company prior to the division shall be jointly and severally assumed by the surviving companies after the division unless a written agreement has been entered into by the Company and its creditors in relation to the repayment of debts before the division.

Where the Company needs to reduce its registered capital, it shall prepare a balance sheet and property list. The Company shall notify its creditors within ten days from the date of adoption of the resolution for the reduction of registered capital approved by the General Meeting and shall publish the notice in the National Enterprise Credit Information Publicity System within thirty days thereof. The creditors shall have the right to demand the Company to settle the debts or to provide corresponding security within thirty days after the receipt of such notice or within forty-five days after the announcement for creditors who did not receive the notice.

Dissolution and Liquidation

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

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

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If the Company falls under items (1) and (2) of the aforesaid grounds for dissolution and has not yet distributed assets to the shareholders, the Company may continue to exist by amending the Articles of Association or by adopting a resolution at a general meeting. Any amendment to the Articles of Association or any resolution adopted pursuant to the preceding paragraph shall be adopted by two-thirds or more of the voting rights held by the shareholders present at the general meeting.

If the Company is dissolved pursuant to items (1), (2), (5) and (6) of the aforesaid grounds for dissolution, a liquidation group shall be formed within 15 days from the date on which the ground for dissolution arises to commence liquidation. The liquidation group shall consist of directors or persons determined by the General Meeting. If the liquidation group is not formed within the prescribed time limit to conduct liquidation, the creditors may apply to the people’s court to designate relevant persons to form a liquidation group to conduct liquidation. Where a liquidation obligor fails to promptly perform its liquidation obligations and causes losses to the Company or its creditors, it shall be liable for compensation.

CHANGE TO THE ARTICLES OF ASSOCIATION

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

- (1) where the matters set forth herein become inconsistent with the amended provisions of the Company Law or other relevant laws, administrative regulations, or the security regulations of the place where the shares are listed following the amendment thereof;
- (2) where there is a change in the Company’s circumstances that is inconsistent with the matters recorded in this Articles of Association;
- (3) where the General Meeting resolves to amend this Articles of Association.

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

EFFECTIVENESS

This Articles of Association shall take effect and be implemented as from the date of listing of the Company’s shares on the Hong Kong Stock Exchange, following their adoption by the General Meeting and the adjustment or supplementation of the relevant provisions by the Board upon authorization of the General Meeting after the completion of the share issuance; the previous Articles of Association shall be repealed simultaneously.