

APPENDIX III

SUMMARY OF THE ARTICLES OF ASSOCIATION

This Appendix sets out summaries of the main clauses of our Articles of Association adopted on [May 16, 2026], which shall become effective as at the date on which the H Shares are [REDACTED] on the Stock Exchange. As the main purpose of this Appendix is to provide potential investors with an overview of the Articles of Association, it may not necessarily contain all information that is important for prospective investors. As discussed in the section headed “Documents Delivered to the Registrar of Companies and Available for Inspection” in Appendix V to this document, the full document of the Articles of Association in Chinese is available for examination.

1. SHARES AND REGISTERED CAPITAL

Shares of the Company are represented by share certificates. The shares of the Company shall be issued based on the principle of openness, fairness and impartiality and shall rank *pari passu* in all respects with the shares of the same class. Shares of the same class issued at the same time shall be issued under the same condition and at the same price. The same price shall be paid for each of the shares subscribed for by all entities or individuals.

The Company or its subsidiaries shall not provide financial assistance in the form of gifts, advances, loans, guarantees, etc. for others to acquire shares of the Company or its parent company, except for the Company’s implementation of the employee stock ownership plan or authorized by the general meeting or the board according to the Articles of Association.

The Company may, for the benefit of the Company, provide financial assistance to others for the acquisition of shares of the Company upon a resolution of the general meeting, or a resolution of the board of directors in accordance with the articles of association or the authorization of the general meeting, provided that the total amount of financial assistance shall not exceed 10% of the total issued share capital. Resolutions of the Board of Directors shall be passed by at least two-thirds of all directors.

2. INCREASE AND REDUCTION IN CAPITAL AND REPURCHASE OF SHARES

Based on the needs of operation and development, the Company may increase capital by the following means in accordance with the provisions of the laws, regulations and the Hong Kong Listing Rules of the premise where the Company’s shares are [REDACTED] stipulate otherwise upon resolution of the general meeting:

- (1) [REDACTED] of shares to unspecified investors;
- (2) [REDACTED] of shares to specified investors;
- (3) distribution of bonus shares to its existing Shareholders;
- (4) conversion of capital reserve into share capital;
- (5) other methods permitted by the laws and administrative regulations, the Hong Kong Listing Rules and stipulated by the CSRC.

The Company may reduce its registered capital. Such reduction shall be made in accordance with the procedures set out in the PRC Company Law, Hong Kong Listing Rules and other relevant requirements and the Articles of Association.

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

- (1) To reduce the registered capital of the Company;
- (2) To merge with another company that holds shares in the Company;
- (3) To use the shares for employee stock ownership plan or share incentives;
- (4) shareholders who object to resolutions of the general meeting on merger or division of the Company requesting the Company to buy back their shares;
- (5) To use the shares for conversion of corporate bonds issued by the Company which are convertible into shares;
- (6) Where it is necessary for the Company to preserve its value and the shareholders' interest;
- (7) Other situations as permitted by laws, administrative regulations, and the regulatory rules of the place where the Company's shares are [REDACTED].

3. TRANSFER OF SHARES

The Company shall not accept its own shares status of as collateral.

Shares that have been issued before the Company's [REDACTED] shall not be transferred for a period of one year commencing from the date of [REDACTED] of the Company's shares on a stock exchange.

The directors and senior officers of the Company shall regularly disclose the number of shares held by them and the relevant changes. The number of shares transferred each year during their term of office as determined at the time of taking office shall not exceed 25% of the total number of shares of the Company in the same class held by them. The shares of the Company held by them shall not be transferred within one year as of the [REDACTED] date of the shares of the Company. These people shall not transfer the shares of the company held by them within half of the year from their departure from the company.

4. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

The Company shall make a register of shareholders based on the vouchers provided by securities registration and settlement institution. The register of shareholders shall be the sufficient evidence proving the shareholders' holding of the Company's shares. Shareholders shall enjoy the rights and assume the obligations according to the class of the shares they hold. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

When the Company convenes a general meeting, distributes dividends, executes clearing or makes other conducts that require confirmation of equities, the Board of Directors or the convener of the general meeting shall determine the equity registration date. Shareholders included in the register of shareholders at the close of business on the equity registration date shall be the entitled shareholders.

Shareholders of the Company shall enjoy the following rights:

- (1) to receive dividends and other distributions in proportion to the number of shares held;
- (2) to request to convene, preside over and attend in person or appoint a proxy to attend general meetings in accordance with laws, and to exercise the corresponding right to speak and vote;

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- (3) to supervise the Company’s operations, and to put forward proposals and raise inquiries;
- (4) to transfer, bestow or pledge their shares in accordance with laws, administrative regulations and the Articles of Association;
- (5) to review or copy the articles of association, the register of shareholders, minutes of general meetings, resolutions of the board meetings and meetings of the supervisory committee, and financial and accounting reports of the Company and its wholly-owned subsidiaries;
- (6) to participate in the distribution of the remaining assets of the Company according to the number of Shares held, in the event of the termination or liquidation of the Company;
- (7) the shareholders objecting to the merger or separation resolution made by the general meeting are entitled to ask the Company to acquire their Shares;
- (8) other rights stipulated by laws, administrative regulations, department rules, Hong Kong Listing Rules or the Articles of Association.

Shareholders of the Company shall assume the following obligations:

- (1) to comply with the laws, administration regulations and the Articles of Association;
- (2) to pay subscription money for the Shares subscribed in accordance with the agreed manner of payment;
- (3) no withdrawal of the share capital from the Company except for the circumstances stipulated by relevant laws and administrative regulations;
- (4) not to abuse shareholder’s rights to harm the interests of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of shareholders to the detriment of the Company’s creditors;
- (5) to fulfill other obligations stipulated by laws, administrative regulations, the rules of the securities regulatory authorities of the place where the Company’s shares are [REDACTED] and the Articles of Association.

Where the abuse of shareholders’ rights causes any loss to the company or other shareholders, such abusive shareholder shall be liable for compensation in accordance with the law. Where shareholders of a company take advantage of the company’s independent status or the limited liability of shareholders to disregard debts and seriously injure the interests of the company’s creditors, such shareholders shall bear joint and several liability for the debts of the company.

5. GENERAL MEETINGS

(1) General provisions

The general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers according to law:

- (1) To elect and replace directors and to decide matters relating to the remuneration of directors;
- (2) To examine and approve reports of the Board;

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- (3) To examine and approve profit distribution plans and loss recovery plans of the Company;
- (4) To make resolutions concerning the increase or reduction of the Company’s registered capital;
- (5) To make resolutions on the issuance of corporate bonds;
- (6) To pass resolutions on matters such as the merger, division, dissolution, liquidation or change in the organizational form of the Company;
- (7) To amend the Articles of Association;
- (8) To make resolution on the engagement or removal of the accounting firm that undertakes the Company’s auditing business;
- (9) To review and approve the guarantee matters set out in Article 47 of the Articles of Association;
- (10) To examine matters relating to the Company’s purchase and/or sale of major assets within one year that exceed 30% of the audited total assets of the Company in the most recent period;
- (11) To examine and approve matters concerning changes in the use of raised funds;
- (12) To consider the equity incentive scheme and employee stock ownership plan;
- (13) To examine other matters that shall be decided by the general meeting as stipulated by laws, administrative regulations, departmental rules, Hong Kong Listing Rules or the Articles of Association.

The general meetings shall be divided into the annual general meetings and the extraordinary general meetings (the “EGM”). The annual general meeting shall be convened once a year, and shall be held within six months after the prior fiscal year ends.

The Company shall convene an EGM within two months of the occurrence of any of the following circumstances:

- (1) the number of directors is less than the legally required minimum specified in the PRC Company Law or two-thirds of the number required by the Articles of Association;
- (2) the uncovered loss of the Company reaches one-third of the total share capital of the Company;
- (3) Shareholders individually or jointly holding 10% or more of the Company’s shares (excluding treasury stock) make a request;
- (4) the Board deems it necessary;
- (5) the Audit Committee proposes such a meeting be held;
- (6) any other circumstances stipulated by the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and the Articles of Association.

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(2) Convening of the General meeting

The Board of Directors shall convene a general meeting on time and within the prescribed period. With the consent of a majority of all the independent directors, independent non-executive directors (independent directors) have the right to propose to the Board to convene an EGM. For the proposal of independent directors of convening an EGM, the Board of Directors shall, pursuant to the provisions of laws, administrative regulations and the Articles of Association, give a written reply on whether to convene the EGM or not within ten days upon receipt of the proposal. If agreeing to convene an EGM, the Board shall, within five days after the Board resolution is made, issue a notice calling for the meeting. If the Board does not agree to convene such meeting, the reasons shall be stated and announced.

The Audit Committee has the right to propose to the Board to convene an EGM, and shall make such proposal in writing. The Board of Directors shall, pursuant to the provisions of laws, administrative regulations and this Articles of Association, give a written reply on whether to convene the EGM or not within ten days upon receipt of the proposal.

When the Board of Directors agrees to convene an EGM, the Board of Directors shall, within five days after the Board resolution is made, issue a notice calling for the meeting. Changes in the original proposal in the notice shall be subject to the approval of the Audit Committee.

When the Board of Directors does not agree to convene an EGM, or does not provide written feedback within ten days upon receipt of the proposal, the Board of Directors shall be considered to be unable or fail to perform the duty of convening an EGM. The Audit Committee may convene and preside over the meeting on its own.

When the shareholders who individually or jointly hold 10% or more of the shares of the Company (excluding treasury stock) propose to the Board of Directors for convening of an EGM, such shareholders shall make such request to the Board of Directors in writing. The Board of Directors shall, pursuant to the provisions of laws, administrative regulations and the Articles of Association, provide a written reply on whether to convene the EGM or not within ten days upon receipt of the request to the shareholders.

When the Board of Directors agrees to convene an EGM, it shall, within five days after the Board resolution is made, issue a notice calling for the meeting. Changes in the original proposal in the notice shall be subject to the approval of the relevant shareholders.

When the Board of Directors does not agree to convene an EGM, or does not provide feedback within ten days upon receipts of the request, shareholders who individually or jointly holding 10% or more of the Company's shares (excluding treasury stock) for 90 consecutive days, shall propose to the Audit Committee to convene an EGM in writing.

When the Audit Committee agrees to convene an EGM, it shall, within five days of receipt of the proposal, issue a notice calling for the meeting. Changes in the original proposal in the notice shall be subject to the approval of the relevant shareholders.

When the Audit Committee fails to give notice of a general meeting within the prescribed period, it shall be deemed that the Audit Committee does not convene and preside over the general meeting. Shareholders who individually or jointly holding 10% or more of the Company's shares (excluding treasury stock) for 90 consecutive days, may convene and preside over such a meeting.

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(3) Proposals and notices of general meetings

When the Company convenes the general meeting, the Board of Directors, the Audit Committee and shareholders individually or jointly holding more than 1% of the shares of the Company are entitled to submit proposals to the Company.

The shareholders holding more than 1% of the shares of the Company separately or jointly may raise temporary proposal and submit it to the convener in writing ten days before the general meeting is held. The temporary proposal shall be determined and detailed. The convener shall supplement the notice of general meeting in two days after receiving the proposal and publicize the content of the temporary proposal, and submit the temporary proposal to the general meeting for examination, except that the temporary proposal violates laws, administrative regulations or the provisions of the Articles of Association, or does not fall within the scope of authority of the general meeting.

Save as specified above, the convener shall neither revise the proposals set out in the notice of general meetings nor add new proposals after issuing the notice of general meeting.

The general meeting shall not vote or pass resolutions on proposals not listed in the notice of the general meeting or resolutions not in conformity with the Articles of Association.

(4) Holding of general meetings

All the shareholders recorded in the register as at the equity registration date or their proxies have the right to attend the general meeting, and speak and exercise the voting rights in accordance with relevant laws, regulations, the Hong Kong Listing Rules and the Articles of Association. Shareholders may attend the general meeting in person, and also may appoint a proxy to attend and vote on his/her behalf.

The general meeting is presided over by the Chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the vice chairman of the Board of Directors shall preside over the meeting (if the Company has two or more vice chairmen, vice chairmen elected by more than half of the directors shall preside over the meeting.) If the vice chairman is unable or fails to perform his/her duties, a director elected by more than half of the directors shall preside over the meeting.

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

A general meeting convened by the shareholders themselves shall be presided over by the convenor or an elected representative.

During the course of a general meeting, if the meeting presider violates the procedural rules such that the meeting cannot be continued, the shareholders in the general meeting may elect one person to act as the meeting presider to continue the meeting as long as the proposed presider has the consent of more than half of the shareholders with voting rights who attend the meeting.

(5) Voting and Resolutions of General meetings

The resolutions of a general meeting are classified into ordinary ones and special ones.

Ordinary resolutions of the general meeting shall be passed by more than half of the voting rights held by the shareholders (including their proxies) present at the meeting.

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Special resolutions of the general meeting shall be adopted by more than two-thirds of the voting rights held by the shareholders (including proxies) present at the meeting.

The following matters shall be resolved by way of ordinary resolution of the general meeting:

- (1) reports of the Board of Directors;
- (2) profit distribution proposals and proposals for making up losses formulated by the Board of Directors;
- (3) appointment, dismissal and remuneration of the members of the Board and the method of payment of the remuneration;
- (4) other matters other than those that shall be resolved by special resolutions according to laws, administrative regulations, the Hong Kong Listing Rules or the Articles of Association.

The following matters shall be resolved by way of special resolution of the general meeting:

- (1) increase or reduction of the Company’s registered capital;
- (2) separation, division, merger, dissolution and liquidation of the Company;
- (3) amendment of the Articles of Association;
- (4) the Company’s purchase or disposal of major assets or provision of guarantee within one year with the amount exceeding thirty percent of the latest audited total assets of the Company;
- (5) the equity incentive scheme;
- (6) other matters required to be resolved by way of a special resolution by the laws, administrative regulations, the Hong Kong Listing Rules or the Articles of Association, and matters which, according to an ordinary resolution of the general meeting, may have a significant impact on the Company and shall be resolved by way of a special resolution.

6. DIRECTORS AND THE BOARD

(1) Directors

Directors except for employee representative directors shall be elected or replaced by the general meeting. The Directors have a tenure of three years and can be reelected upon the expiry of the tenure.

The term of office of directors shall last from the date on which the directors take office to the expiration of the term of office of the current Board of Directors. Where a new elect is not yet available upon expiration of a director’s term, such director, before the new elect takes his office, shall continue the performance of his duties in accordance with laws, administrative regulations, the Articles of Association and the regulatory rules of the place where the Company’s shares are [REDACTED].

In each term of the Board of Directors, except for independent non-executive directors and employee representative directors, the proportion of other directors replaced shall not exceed two-fifths of the total number of other directors on the Board. The number of directors elected to fill vacancies within any consecutive 12-month period shall not exceed two. This provision does not apply to election of the board of directors held in connection with the renewal of the Board.

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A director may be senior officer concurrently, provided that the total number of directors who concurrently serve as senior officers and directors who are employee representatives shall not exceed half of the total number of directors of the Company.

(2) Board of Directors

The Board of Directors shall consist of [9] directors. There should be at least three independent non-executive directors, and they should account for no less than one-third of the total number of the Board. The Board of Directors shall have one chairman. Subject to the listing rules of the stock exchange where the Company's shares are [REDACTED] and other provisions of the Articles of Association, the Board shall exercise the following functions and powers:

- (1) to convene general meetings and presenting reports thereto;
- (2) to implement resolutions adopted by the general meeting;
- (3) to resolve on the Company's business plans and investment plans;
- (4) to formulate the profit distribution plan and loss recovery plan of the Company;
- (5) to formulate the plans of increasing or reducing the Company's registered capital, issuing corporate bonds or other securities, and going public;
- (6) to formulate the plans for material acquisitions, purchase of shares of the Company or merger, division, dissolution or change of corporate form of the Company;
- (7) to determine the external investment, acquisition and disposal of assets, asset mortgage, external guarantee, entrusted wealth management, connected transactions, and external donations of the Company within the authority granted by the general meeting;
- (8) to determinate the establishment of the Company's internal management structure;
- (9) to elect a chairman;
- (10) based on the chairman's nomination, to appoint or dismiss the manager of the Company, and decide on matters of remuneration, rewards and punishments; to appoint or dismiss senior officers such as deputy manager and CFO according to the nomination of the manager, and decide on matters of remuneration, rewards and punishments;
- (11) to formulate the basic management system of the Company;
- (12) to formulate proposals for any amendment to the Articles of Association;
- (13) to manage the information disclosure of the Company;
- (14) to request the general meeting to engage or replace the accounting firm that provides audit for the Company;
- (15) to debrief the work report of the manager of the Company and check the works of the manager;
- (16) any other functions and powers stipulated by the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the Articles of Association, or granted by the general meeting.

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The Board of Directors of the Company shall have the Audit Committee, Nomination Committee, Remuneration Committee, and Strategy Committee. The special committees shall be accountable to the Board of Directors and shall perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Their proposals shall be submitted to the Board of Directors for deliberation and decision. All special committees are comprised of directors. The Board of Directors shall be responsible for formulating the working rules of the special committees and regulating their operation.

7. SENIOR OFFICERS

The Company shall have one manager who shall be nominated by the chairman of the Board and appointed or dismissed by the Board.

The manager shall be accountable to the Board and exercise the following powers and functions:

- (1) to be responsible for the Company's production, operation and management, organize the implementation of resolutions of the Board of Directors, and report to the Board of Directors;
- (2) to organize the implementation of the Company's annual business plans and investment plans;
- (3) to prepare the proposal for the establishment of the Company's internal management structure;
- (4) to draft the Company's basic management system;
- (5) to formulate the detailed rules and regulations of the Company;
- (6) to propose to the board of directors the appointment or dismissal of the deputy manager and chief financial officer;
- (7) to decide to appoint and dismiss the management personnel other than those to be employed and dismissed by the Board of Directors;
- (8) other functions and powers granted by the Articles of Association or the Board of Directors.

The manager is required to attend board meetings.

8. FINANCIAL AND ACCOUNTING SYSTEMS

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

The financial and accounting reports are prepared in accordance with relevant laws, administrative regulations and departmental rules.

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9. PROFIT DISTRIBUTION

The Company’s profit distribution policy is:

(1) Profit distribution principle

The Company implements a proactive profit distribution policy, emphasizing reasonable investment returns to shareholders and taking into account the sustainable development of the Company, and has maintained the continuity and stability of its profit distribution policy.

(2) Forms of profit distribution

The Company may distribute profits in the form of cash, stock or a combination of both, with cash dividends being given priority over stock dividends where the conditions for cash dividends are met.

10. APPOINTMENT OF ACCOUNTING FIRMS

The Company shall employ an accounting firm that complies with the provisions of the state and the Hong Kong Listing Rules to audit financial reports, verify net assets, and offer other relevant consulting services. The term of employment of such accounting firm shall be one year, which is renewable.

Employing or dismissing an accounting firm for the Company shall be decided by the general meeting by ordinary resolution. The Board shall not appoint an accounting firm before a general meeting is held.

11. DISSOLUTION AND LIQUIDATION

The Company shall be dissolved if:

- (1) business term specified in the Articles of Association expires or other dissolution reasons as stipulated in the Articles of Association arise;
- (2) the general meeting resolves to dissolve the Company by means of special resolution;
- (3) a dissolution is required due to merger or division of the Company;
- (4) the Company is revoked of business license according to law, ordered to close or canceled;
- (5) Dissolution by the People’s Court in accordance with Article 231 of the Company Law.

If the Company is in the situation of paragraphs (1) or (2) of this article and has not yet distributed its property to its shareholders, it may survive by amending the Articles of Association or by a resolution of the general meeting. Amendments to the Articles of Association or resolutions of general meeting made in accordance with the provisions of the preceding paragraph shall be approved by more than 2/3 of the voting rights held by the shareholders attending the general meeting.

After the liquidation committee has thoroughly examined the Company’s assets and prepared a balance sheet and schedule of assets, it shall formulate a liquidation plan and submit such plan to the general meeting or the people’s court for confirmation.

The remaining property of the Company after paying the liquidation expenses, wages owed to employees of the Company, labor insurance fees and statutory compensation, outstanding taxes and debts of the Company shall be distributed in proportion to the number of shares held by shareholders.

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During the liquidation period, the Company still exists but shall not carry out any business activities not related to liquidation. The property of the Company shall not be distributed to shareholders until all liabilities have been paid off in accordance with the provisions of the preceding paragraph.

If the liquidation committee, having thoroughly examined the Company’s property and prepared a balance sheet and schedule of assets, discovers that the Company’s property is insufficient to pay its debts in full, it shall immediately apply to the people’s court for bankruptcy liquidation.

After the people’s court accepts the bankruptcy application, the liquidation committee shall hand over the liquidation affairs to the bankruptcy administrator appointed by the people’s court.

After the liquidation of the Company is completed, the liquidation committee shall prepare a liquidation report and submit the report to the general meeting or the people’s court for confirmation, and shall submit it to the company registration authority to apply for deregistration of the Company.

12. AMENDMENT TO THE ARTICLES OF ASSOCIATION

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

- (1) After the amendment of the PRC Company Law or relevant laws and administrative regulations, the matters stipulated in the Articles of Association conflict with the provisions of the amended laws or administrative regulations;
- (2) There has been a change to the Company, resulting in inconsistency with the content in the Articles of Association;
- (3) The general meeting approves to amend the Articles of Association by a special resolution.