This Appendix is primarily intended to provide potential [**REDACTED**] with an overview of the Articles of Association, the following information is a summary and therefore may not contain all the information that is material to potential [**REDACTED**].

ISSUANCE OF SHARES

The shares of the Company shall be issued in a fair and equal manner. Each share of the same class shall rank *pari passu* with each other. Shares of a class in each issuance shall be issued under the same terms and at the same price. [**REDACTED**] shall pay the same price for each share [**REDACTED**] for.

INCREASE, DECREASE AND REPURCHASE OF SHARES

According to the operation and development needs of the Company, subject to the laws and regulations, the Company may increase the share capital in the following ways upon approval of resolutions at the shareholders' meeting:

(i) Issuance of shares to unspecified parties;

(ii) Issuance of shares to specified parties;

(iii) Distribution of bonus shares to existing shareholders;

(iv) Converting the reserve funds into share capital;

(v) Other methods as provided by laws and administrative regulations and approved by the relevant regulatory authorities.

The Company may decrease the registered share capital. When the Company reduces its registered capital, it shall comply with the procedures stipulated in the Company Law of the PRC (《中華人民共和國公司法》) and other regulations, the Articles of Association.

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

(i) Reducing the Company's registered share capital;

(ii) Merging with other companies which hold our shares;

(iii) Using the shares for an employee stock ownership plan or equity incentive plan;

(iv) Purchasing shares from shareholders who have voted against the resolutions on the merger or division of the Company at a shareholders' meeting upon their request;

(v) Use of shares for conversion of convertible corporate bonds issued by the Company;

(vi) Necessary for the Company to maintain its value and protect the interests of the Shareholders;

(vii) Other circumstances as provided by laws and regulations.

The repurchase of the Company's shares by the Company may be carried out through public centralized trading on stock exchanges, or other methods recognized under laws, regulations, Listing Rules, the CSRC and the stock exchanges at the places where the Company's shares are listed.

A resolution shall be passed at the shareholders' meeting when the Company is to repurchase its own shares under the circumstances (i) and (ii) set out above. In case of the circumstances stipulated in (iii), (v) and (vi) above, subject to compliance with the applicable securities regulatory rules of the places where the Company's shares are listed, a resolution of the Company's Board shall be passed by two-thirds or more of the Directors attending the Board meeting in accordance with the provisions of the Articles of Association or the authorization of the shareholders' meeting. When the Company repurchases its own shares, it shall perform the obligation of information disclosure in accordance with the regulatory rules of securities of the places where the Company's shares are listed.

After the Company has repurchased its own shares in accordance with the circumstances above, the shares repurchased shall be canceled within ten days from the date of purchase (under the circumstance set out in (i) above), or shall be transferred or canceled within six months (under the circumstances set out in (ii) and (iv) above). If the Company repurchases its shares under the circumstances set out in (iii), (v) and (vi) above, the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and such shares shall be transferred or canceled within three years.

TRANSFER OF SHARES

Shares issued prior to the [**REDACTED**] of shares of the Company shall not be transferred within one year from the date on which the shares of the Company are listed and traded on the stock exchange.

The directors and senior management members of the Company shall regularly declare the number of shares held by them and the relevant changes, and the number of shares transferred each year during their term of office shall not exceed 25% of the total number of shares of the Company under 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**] of the shares of the Company. The shares of the Company held by the person above shall not be transferred within half a year from the date of his/her resignation.

Where laws, administrative regulations, or the securities regulatory authority of the State Council provide otherwise for the transfer of shares of the Company, such provisions shall prevail.

FINANCIAL ASSISTANCE FOR THE ACQUISITION OF SHARES IN OUR COMPANY

The Company or its subsidiaries (including affiliates of enterprises) shall not offer gift, advance, guarantee, loan etc. for others to acquire the shares of the Company or its parent company except for those implemented by employee stock ownership plans by the Company.

For the benefit of the Company, upon the resolution of the shareholders' meeting or the resolution adopted by the Board of Directors as authorized by the Articles of Association of the Company or by the shareholders' meeting, the Company may provide financial assistance for other persons to acquire shares in the Company or its parent company, provided that the aggregate amount of such financial assistance shall not exceed ten percent of the total issued share capital of the Company. The resolution of the Board of Directors shall be passed by two-thirds or more of all the Directors.

SHAREHOLDERS AND SHAREHOLDERS' MEETING

Shareholders

The Company shall establish a register of shareholders and the register of shareholders is sufficient evidence to prove that the shareholders hold the Company's Shares. The original register of shareholders of H shares is kept in Hong Kong and is available for inspection by shareholders, but the Company may suspend the registration of shareholders in accordance with applicable laws and regulations and the securities regulatory rules of the places where the Company's shares are listed. Shareholders shall enjoy rights and assume obligations according to the class of shares they hold. Shareholders holding shares of the same class shall enjoy the same rights and assume the same obligations.

The rights of our shareholders are as follows:

(i) To receive dividends and other forms of interest distribution according to the number of shares held;

(ii) To legally require, convene, preside over, participate in or authorize proxies of shareholders to attend the shareholders' meeting and exercise corresponding speaking rights and voting rights;

(iii) To supervise operations of the Company, provide suggestions or submit queries;

(iv) To transfer, grant or pledge the Company's shares held according to the provisions of the laws, administrative regulations and the Articles of Association;

(v) To read and copy the Articles of Association, the register of shareholders, shareholders' meeting minutes, resolutions of meeting of the Board of Directors and accounting reports. The shareholders who comply with the regulations may also consult the Company's accounting books and accounting vouchers;

(vi) To participate in the distribution of the remaining assets of our Company according to the proportion of shares held upon our termination or liquidation;

(vii) To require our Company to acquire the shares from shareholders voting against any resolutions adopted at the shareholders' meeting concerning the merger and division of the Company, provided that the procedural requirements for share repurchase under the Articles of Association, relevant laws and regulations, and the securities regulatory authority and stock exchange where the Company's shares are listed are satisfied;

(viii) Other rights conferred by laws, administrative regulations, regulations of the authorities, regulatory rules where the Company's shares are listed, or the Articles of Association.

If a shareholder who individually or jointly holds 3% or more of the Company's shares for more than 180 consecutive days requests to inspect and replicate the Company's accounting books or accounting vouchers, such shareholder shall make a written request and state the purposes therefor. If the Company, with justifiable reasons, considers that the shareholder's request to inspect the accounting books or accounting vouchers has any improper purpose and may damage the lawful rights and interests of the Company, it may reject the request of the shareholder, and shall, within 15 days as of the day when the shareholder makes the written request, give the shareholder a written reply and state the reasons therefor. If the Company refuses to provide access, the shareholder may file an action with the court.

The provisions of the above articles shall apply to shareholders who request to inspect or replicate the relevant materials of a wholly owned subsidiary of the Company.

If the content of the resolution of the Company's shareholders' meeting or Board of Directors violates laws or administrative regulations, the shareholders have the right to request the court to declare it invalid. If the convening procedures or voting methods of the shareholders' meeting or the Board of Directors violate laws, administrative regulations or the Articles of Association, or the content of the resolution violates the Articles of Association, the shareholders have the right to request the court to revoke the resolution within 60 days from the date on which the resolution is made, except where there are only some minor defects in the convening procedures or the voting method of the shareholders' meeting or the Board of Directors, which do not materially affect the resolution.

In the event of any loss caused to the Company as a result of violation of any laws, administrative regulations or Articles of Association by the Directors or senior management when performing their duties in the Company, the shareholders holding more than 1% shares separately or jointly for over 180 consecutive days may submit a written request to the Audit Committee to file an action with the court.

Where the Audit Committee violates laws, administrative regulations or the Articles of Association in their duty performance and cause loss to the Company, the shareholders holding 1% or more shares separately or jointly for 180 or more consecutive days may submit a written request to the Board of Directors to file an action with the court.

In the event that the Audit Committee or the Board of Directors refuse to file an action upon receipt of the shareholders' written request specified in the preceding paragraph, or fail to file an action within 30 days upon receipt thereof, or in the event that the failure to immediately file an action in an emergency case will cause irreparable damage to the interests of the Company, the shareholder(s) specified in the preceding paragraph may, in their own name, directly file an action to the court for the interest of the Company. In the event of any other person infringes upon the legitimate rights and interests of the Company and causes losses thereto, the shareholder(s) specified in this Articles of Association may file an action with the court pursuant to the provisions of the preceding paragraphs.

The obligations of shareholders are as follows:

(i) To abide by laws, administrative regulations and the Articles of Association;

(ii) To provide Share capital according to the shares subscribed and the subscription methods;

(iii) Not to withdraw shares unless prescribed otherwise in laws and administrative regulations;

(iv) Not to abuse shareholders' rights to infringe upon the interests of the Company or other Shareholders; not to abuse the Company's status as an independent legal entity or the limited liability of Shareholders to damage the interests of the Company's creditors;

(v) To perform other duties prescribed in laws, administrative regulations, the listing rules of the places where the Company's shares are listed and the Articles of Association.

Shareholders of a company who abuse their shareholders' rights and cause the company or other shareholders to suffer damages shall bear compensation liability in accordance with the law. Shareholders of a company who abuse the independent legal person status of the company and limited liability of shareholders to evade debts and cause damage to the interests of the creditors of the company shall bear joint liability for the company's debt.

The controlling shareholders and actual controllers of the Company shall comply with the following provisions:

(i) Exercise their shareholder rights in accordance with the law, and shall not abuse their controlling power or utilize connected relationships to damage the legitimate rights and interests of the Company or other shareholders;

(ii) Strictly perform their public statements and various commitments, and shall not arbitrarily modify or grant exemptions therefrom;

(iii) Strictly fulfill their information disclosure obligations in accordance with relevant provisions, actively cooperate with the Company in information disclosure work, and promptly inform the Company of major events that have occurred or are proposed to occur;

(iv) Shall not occupy the Company's funds in any manner;

(v) Shall not coerce, instigate, or require the Company and relevant personnel to provide guarantees in violation of laws or regulations;

(vi) Shall not use the Company's undisclosed major information to seek benefits, shall not disclose undisclosed major information related to the Company in any manner, and shall not engage in illegal or irregular acts such as insider trading, short-term trading, or market manipulation;

(vii) Shall not damage the legitimate rights and interests of the Company and other shareholders through any means such as unfair connected transactions, profit distribution, asset restructuring, or external investments;

(viii) Ensure the Company's asset integrity, personnel independence, financial independence, organizational independence, and business independence, and shall not affect the Company's independence in any manner;

(ix) Comply with other provisions of laws, administrative regulations, regulatory rules of securities of the places where the Company's shares are listed, and the Articles of Association.

The controlling shareholders and actual controllers of the Company shall exercise their rights and perform their obligations in accordance with laws, administrative regulations, the provisions of the CSRC and the securities regulatory rules of the places where the Company's shares are listed, and safeguard the interests of the Company.

Where the controlling shareholders or actual controllers of the Company do not serve as a Director of the Company but actually executes the Company's affairs, the provisions of the Articles of Association regarding the duty of loyalty and diligence of Directors shall apply. Where the controlling shareholders or actual controllers of the Company instruct Directors or senior management personnel to engage in acts that harm the interests of the Company or shareholders, they shall bear joint and several liability with such Directors or senior management personnel.

General Provisions for Shareholders' Meeting

The shareholders' meeting is the organ of authority of the Company, which exercises its powers in accordance with the law:

(i) To elect and replace the Directors, and to decide on matters relating to the remuneration of Directors;

(ii) To review and approve reports of the Board of Directors;

(iii) To review and approve the Company's proposals for profit distribution plans and loss recovery plans;

(iv) To decide on any increase or decrease of the Company's registered capital;

(v) To decide on the issue of corporate bonds or other securities by the Company;

(vi) To decide on matters such as merger, division, dissolution and liquidation or change of corporate form of the Company;

(vii) To amend the Articles of Association;

(viii) To appoint or remove the accounting firm undertaking the Company's auditing business by the Company;

(ix) To review and approve the guarantees stipulated in the Articles of Association;

(x) To review matters relating to the purchases and sales of material assets of the Company and its subsidiary within one year, which exceed 30% of the Company's latest audited total assets;

(xi) To review and approve matters relating to changes in the use of proceeds;

(xii) To review and approve the equity incentive plans and employee stock ownership plans;

(xiii) To review other matters as required by the laws, administrative regulations, departmental rules or the Articles of Association of the Company, which shall be decided by the shareholders' meeting.

The shareholders' meeting may authorize the board of Directors to make resolutions on issuance of bonds by the Company. Except as otherwise provided by laws, administrative regulations or CSRC, the aforesaid powers of the shareholders' meeting shall not be exercised by the board of Directors or any other institution or individual on its behalf upon authorization.

The following acts of guarantee of the Company shall be submitted to the shareholders' meeting after the review and approval of the Board of Directors:

(i) Any guarantee to be provided after the total amount of external guarantees provided by the Company and the subsidiaries it controls has reached or exceeded 50% of the Company's net assets as audited in the latest period;

(ii) Any guarantee to be provided after the total amount of external guarantees provided by the Company has reached or exceeded 30% of the Company's total assets audited in the latest period;

(iii) The cumulative and total amount of guarantees within one year provided by the Company has reached or exceeded 30% of the Company's total assets audited in the latest period;

(iv) Any guarantee to be provided for a party whose ratio of liabilities to assets exceeds 70%;

(v) The single guarantee for an amount of more than 10% of the Company's net assets audited in the latest period;

(vi) The guarantee to be provided to the shareholder, actual controller and connected person thereof;

(vii) Other guarantees are required by the laws, administrative regulations or Articles of Association.

The shareholders' meeting is divided into annual shareholders' meeting and extraordinary shareholders' meeting. The annual shareholders' meeting shall be convened once a year and be held within six months after the end of the previous fiscal year.

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

(i) The number of Directors is less than the number provided for in the Company Law of the PRC (《中華人民共和國公司法》) or less than two-thirds of the number prescribed in the Articles of Association;

(ii) The uncovered losses of our Company reach one-third of its total share capital;

(iii) A written request from shareholders who separately or jointly hold 10% or more shares in the Company (excluding treasury shares and voting proxies);

(iv) The Board of Directors considers it necessary;

(v) The Audit Committee proposes that such a meeting shall be held;

(vi) Other circumstances are conferred by the laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Assembling of Shareholders' Meeting

The shareholders' meeting shall be convened by the Board of Directors. The Board of Directors shall convene the shareholders' meeting within the time limit specified in the Company's Articles of Association. After obtaining the consent of a majority of all independent non-executive directors, an independent non-executive Director has the right to propose to the Board of Directors to convene a special shareholders' meeting. Upon receiving such a proposal, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, provide a written response within 10 days of receipt, indicating whether it agrees or disagrees to convene a special shareholders' meeting. If the Board of Directors agrees to convene a special shareholders' meeting, it shall issue a notice of the shareholders' meeting within 5 days after making the board resolution. If the Board of Directors disagrees to convene a special shareholders' meeting, it shall state the reasons and make an announcement.

Where the Board of Directors does not give consent to convening of an extraordinary shareholders' meeting or does not issue feedback within 10 days from receipt of the proposal, the Board of Directors shall be deemed as unable to perform or failed to perform the duties of convening of shareholders' meeting, and the audit committee may convene and chair a shareholders' meeting on its own. Where the audit committee does not issue a notice of shareholders' meeting within the stipulated period, the audit committee shall be deemed not to convene and chair a shareholders' meeting, and a shareholder who individually or jointly holds 10% or more of the Company's shares (including preferred shares with resumed voting rights etc.) for 90 or more consecutive days may convene and chair a shareholders' meeting on his/her own.

If Audit Committee proposes to the Board of Directors to convene a special shareholders' meeting, it shall submit such proposal in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, provide a written response within 10 days of receipt, indicating whether it agrees or disagrees to convene a special shareholders' meeting.

If the Board of Directors agrees to convene a special shareholders' meeting, it shall issue a notice of the shareholders' meeting within 5 days after making the board resolution. Any changes 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 a special shareholders' meeting, or fails to provide feedback within 10 days of receipt, it shall be deemed that the Board of Directors is unable or fails to perform its duty to convene the shareholders' meeting. In such cases, the Audit Committee may convene and preside over the meeting on its own.

Shareholders who individually or collectively hold 10% or more of the Company's shares have the right to request the Board of Directors to convene a special shareholders' meeting and shall submit such request in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide a written response within 10 days of receipt, indicating whether it agrees or disagrees to convene a special shareholders' meeting.

If the Board of Directors agrees to convene a special shareholders' meeting, it shall issue a notice of the shareholders' meeting within 5 days after making the board resolution. Any changes 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 a special shareholders' meeting, or fails to provide feedback within 10 days of receipt, shareholders who individually or collectively hold 10% or more of the Company's shares have the right to propose to the Audit Committee to convene a special shareholders' meeting and shall submit such request in writing to the Audit Committee.

If the Audit Committee agrees to convene a special shareholders' meeting, it shall issue a notice of the shareholders' meeting within 5 days after receiving the request. Any changes to the original proposal in the notice shall be subject to the consent of the relevant shareholders.

If the Audit Committee fails to issue a notice of the shareholders' meeting within the prescribed period, it shall be deemed that the Audit Committee does not convene and preside over the shareholders' meeting. In such cases, shareholders who individually or collectively hold 10% or more of the Company's shares for a continuous period of 90 days or more may convene and preside over the meeting on their own.

Where the Audit Committee or the shareholders proceed to convene a general meeting, the Board of Directors shall be notified in writing, and the required filings or public announcements shall be made in accordance with the securities regulatory rules and the stock exchange regulations of the place where the Company's shares are listed. Prior to announcement of resolutions passed by the shareholders' general meeting, the shareholding percentage of the convening shareholders shall not be less than 10%.

Proposals and Notices of Shareholders' Meeting

The Company may convene a shareholders' meeting, and the Board of Directors, the Audit Committee, as well as shareholders who individually or collectively hold more than 1% of the Company's shares, have the right to submit proposals to the Company. Shareholders who individually or collectively hold more than 1% of the Company's shares may submit a temporary proposal in writing to the convener 10 days prior to the shareholders' meeting. The contents of proposals shall contain clear topics and detailed resolutions. The convener shall issue a supplementary notice of the shareholders' meeting within 2 days after receiving the proposal, announcing the content of the temporary proposal and submitting the temporary proposal to the shareholders' meeting for deliberation, but the proposal which violates applicable laws, administrative regulations or the Articles of Association, or falls outside the scope of the shareholders' meeting shall be excluded. If, according to the securities regulatory rules of the places where the Company's shares are listed, the shareholders' meeting must be postponed due to the issuance of a supplementary notice, the meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the places where the Company's shares are listed. Except for the circumstances specified in the preceding paragraph, after the convener has issued the notice of the shareholders' meeting, it shall not modify the proposals already listed in the notice or add new proposals.

The shareholders' meeting shall not vote on or make resolutions regarding proposals that are not listed in the notice of the shareholders' meeting or that do not comply with the provisions of the Articles of Association.

A notice of a shareholders' meeting shall include the following:

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

(ii) matters and proposals submitted to the meeting for consideration;

(iii) a prominent written statement that all Shareholders are entitled to attend shareholders' meeting and are entitled to appoint in writing a proxy to attend and vote at the meeting and that such proxy need not be a shareholder of the Company;

(iv) the record date of registration of Shareholders entitled to attend the shareholders' meeting;

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

(vi) the time and procedure for voting online or through other means;

(vii) other requirements prescribed by laws, administrative regulations, departmental rules, the regulatory rules of the places where the Company's shares are listed, and Articles of Association.

After the shareholders' meeting notice has been issued, the meeting should not be postponed or canceled without a valid reason, and the proposals listed in the notice should not be canceled. In the event of a postponement or cancellation, the convener shall announce and explain the reasons at least two trading days before the originally scheduled date. If the securities regulatory rules of the places where the Company's shares are listed have special provisions regarding the procedures for postponing or canceling a shareholders' meeting, these provisions shall be followed, provided that they do not violate the regulatory requirements of the domestic jurisdiction.

Convening of Shareholders' Meeting

All shareholders on the record date for equity registration are entitled to attend the shareholders' meeting and, in accordance with applicable laws and regulations and the Articles of Association, to speak at the meeting and exercise their voting rights (including abstaining from voting on specific matters), unless a shareholder is required by the securities regulatory rules of the stock exchanges at the places where the Company's shares are listed to abstain from voting on particular matters. Shareholders may attend the shareholders' meeting in person or appoint a proxy to attend.

The shareholders' meeting shall be presided over by the chairman of the board. If the chairman is unable or fails to perform his duties, one Director shall be elected by more than half of the Directors to preside over the meeting. If half of the Directors are unable or fail to elect one Director, a shareholder shall be elected by the shareholders present at the meeting.

If the shareholders' meeting is convened by the Audit Committee, it 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 duties, one member of the Audit Committee shall be elected by more than half of the members of the Audit Committee to preside over the meeting. If the shareholders' meeting is convened by the shareholders themselves, the convener shall be elected by the convener to preside over the meeting. If the presiding officer of the meeting violates the rules of procedure and prevents the meeting from proceeding, upon the agreement of more than half of the shareholders present and entitled to vote, the shareholders' meeting may elect one person to serve as the presiding officer to continue the meeting.

The Company shall establish rules of procedure for the shareholders' meeting, which shall detail the procedures for convening, holding and voting at the shareholders' meeting, including notification, registration, review of proposals, voting, counting of votes, announcement of voting results, formation of resolutions, record-keeping and signing, and announcement. The rules shall also specify the principles and specific content of the authorization granted by the shareholders' meeting to the Board of Directors. The rules of procedure for the shareholders' meeting shall be an appendix to the Articles of Association, drafted by the Board of Directors, and approved by the shareholders' meeting.

Voting at the Shareholders' Meeting

The resolutions of the shareholders' meeting are divided into ordinary resolutions and special resolutions. An ordinary resolution at a shareholders' meeting shall be passed by more than half of the voting rights held by the shareholders present at the shareholders' meeting (including proxies). A special resolution at a shareholders' meeting shall be passed by more than two-thirds of the voting rights held by the shareholders present at the shareholders' meeting (including proxies).

The following matters shall be approved by the shareholders' meeting through ordinary resolutions:

(i) To decide the business plan and investment plan;

(ii) To elect or replace the members of the Directors and to decide the remunerations of Directors;

(iii) To approve work reports of the Board of Directors;

(iv) To approve the annual financial budget plans and final accounts plans;

(v) To approve the profit distribution plans and loss recovery plans;

(vi) To issue of corporate bonds by the Company;

(vii) Resolution on appointment and dismissal of an accounting firm by the Company;

(viii) To approve matters relating to changes in the use of proceeds;

(ix) To approve the guarantees stipulated in the Articles of Association that need to be examined and approved by the Shareholders' meeting;

(x) Other matters other than those approved by special resolution stipulated in the laws, administrative regulations or the Articles of Association.

The following matters shall be approved by special resolution at the shareholders' meeting:

(i) The increase or decrease of the registered capital of the Company;

(ii) The division, spin-off, merger, dissolution and liquidation or any change in its corporate form of the Company;

(iii) Any related transactions outside the scope of daily operation of the Company;

(iv) Any amendment to the Articles of Association;

(v) The purchase and sale of material assets or amount of guarantee provided by the Company within twelve consecutive months valued at more than 30% of the audited total assets of the Company as at the most recent period;

(vi) Share Incentive Plan;

(vii) Other matters as required by the laws, administrative regulations, the securities regulatory rules or the Articles of Association, and considered by the Shareholders' meeting, by way of an ordinary resolution, to be of a nature which may have a material impact on the Company, shall be passed by a special resolution.

Shareholders (including proxies) shall exercise voting rights based on the number of shares with voting rights held by them, and each share shall be entitled to one vote, except for class share shareholders.

The Company's own shares held by the Company do not carry voting rights and such shares shall not count towards the total number of shares with voting rights at shareholders' meeting. If a shareholder purchases shares with voting rights of the Company in violation of the provisions of Article 63(1) and (2) of the "Securities Law," the voting rights of such shares in excess of the prescribed proportion shall not be exercised and shall not be counted towards the total number of shares with voting rights present at the shareholders' meeting for 36 months after the purchase.

In accordance with the requirements of relevant laws and regulations and the Hong Kong Listing Rules, if any shareholder is required to abstain from voting on the relevant proposal, or restricts any shareholder from voting only for or against the designated proposal, any vote taken by such shareholder or his representative in violation of the aforesaid provisions or restrictions shall not be counted in the voting results.

The Board of Directors of a company, independent non-executive directors, shareholders holding more than 1% of the voting shares, or investor protection institutions established in accordance with the laws, administrative regulations and the provisions of the CSRC, may publicly exercise shareholders' voting rights. Except for the statutory conditions, the Company shall not impose a minimum shareholding restriction on the solicitation of voting rights.

BOARD OF DIRECTORS

Directors

Directors of the Company shall be individuals, and a person may not serve as a Director of the Company in case of any of the following circumstances:

(i) the person without civil conduct capacity or with limited civil conduct capacity;

(ii) the person who has committed an offense of corruption, bribery, conversion of property, misappropriation of property or sabotaging the market economic order of socialism and has been punished therefor; or who has been deprived of his/her political rights, in each case where less than 5 years have elapsed since the date of the completion of implementation of such punishment or deprivation; in the case of a suspended sentence, for a period not exceeding two years from the date of expiry of the probationary period;

(iii) the person who is a former Director, factory Director or General Manager (President) of a company or enterprise which is insolvent and under liquidation and he/she is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of the completion of such insolvency and liquidation of the company or enterprise;

(iv) the person who is a former legal representative of a company or enterprise which had its business license revoked and was ordered to shut down due to a violation of the law and who incurred personal liability, where less than 3 years have elapsed since the date of such revocation of the business license;

(v) the person listed as a judgment defaulter by the court of the PRC because the amount of debt he bears is relatively large and the debt is not paid off when it is due;

(vi) the person has been banned by the CSRC from access to the securities market, and the term of prohibition has not expired;

(vii) the person has been publicly identified by the stock exchange as unsuitable to serve as Directors, senior management personnel, etc. of the listed companies, and the term of prohibition has not expired;

(viii) other contents stipulated by laws, administrative regulations, departmental rules or relevant regulatory authorities.

Where a Director is elected or appointed in violation of the provisions above, the election, appointment or appointment shall be invalid. If a Director falls under the provisions above during his or her tenure, the Company shall dismiss him or her from office.

Directors are elected or replaced by the shareholders' meeting and may be removed from office by the shareholders' meeting before the expiration of their term. The term of office for Directors is three years, and they may be re-elected for consecutive terms. The term of office for Directors begins on the date of their appointment and ends when the current Board of Directors' term expires. If any independent non-executive director has served in such capacity at least nine years, he or she shall not be re-appointed upon the annual general meeting held following the expiry of such nine-year term. If the term of office for Directors expires and a timely re-election has not taken place, the outgoing Directors shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association until the newly elected Directors take office.

Directors may concurrently hold the senior management positions, but the total number of Directors who concurrently hold the senior management positions shall not exceed half of the total number of Directors of the Company.

Directors shall comply with laws, administrative regulations and the Articles of Association and owe the following duties of diligence to the Company:

(i) They shall exercise the rights granted to them by the Company with prudence, diligence, and care to ensure that the Company's business activities comply with national laws, administrative regulations, and all national economic policies, and that business operations do not exceed the scope of business specified in the business license;

(ii) They shall treat all shareholders fairly;

(iii) They shall promptly understand the status of the Company's business operations and management;

(iv) They shall sign a written confirmation on the Company's regular reports to ensure that the information disclosed by the Company is true, accurate, and complete;

(v) They shall provide relevant information and materials to the Audit Committee truthfully and shall not obstruct the Audit Committee from exercising their powers;

(vi) Other duties of diligence as stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association.

Directors may resign before the expiration of their term. Resignation of a Director shall be submitted to the Board of Directors in writing. The resignation shall take effect on the date the Company receives the resignation report, and the Company must publish an announcement to disclose the relevant information as soon as practicable. If the resignation of a Director causes the number of Directors on the board to fall below the statutory minimum or the number of independent non-executive directors is less than one-third of the board members due to the resignation of independent non-executive directors, or there are no accounting professionals or appropriate professional qualifications among independent non-executive directors, the outgoing Director shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, until the newly elected Director takes office.

Without the provisions of the Articles of Association or the lawful authorization of the Board of Directors, no Director shall act on behalf of the Company or the Board of Directors in their personal capacity. When a Director acts in their personal capacity, if a third party would reasonably believe that the Director is acting on behalf of the Company or the Board of Directors, the Director shall make a prior declaration of their position and identity.

A person shall meet the following conditions to serve as an independent non-executive director of the Company:

(i) Possess the qualifications to serve as a director of a listed company in accordance with laws, administrative regulations, regulatory rules of securities of the places where the Company's shares are listed, and other relevant provisions;

(ii) Meet the independence requirements specified in the Articles of Association;

(iii) Have basic knowledge of the operation of listed companies and be familiar with relevant laws, regulations, and rules;

(iv) Have at least five years of work experience in fields such as law, accounting, or economics, which is necessary for performing the duties of an independent non-executive director;

(v) Have good personal ethics and no major dishonest or other adverse records;

(vi) Meet other conditions stipulated by laws, administrative regulations, the CSRC, regulatory rules of securities of the places where the Company's shares are listed, and the Articles of Association.

As members of the board of directors, independent non-executive directors owe fiduciary duties and duties of diligence to the Company and all shareholders, and shall prudently perform the following responsibilities:

(i) Participate in the decision-making of the board of directors and express clear opinions on the matters under discussion;

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

(iii) Provide professional and objective suggestions on the Company's business development to help improve the decision-making level of the board of directors;

(iv) Review connected transactions and other material transactions in accordance with the Listing Rules;

(v) Perform other responsibilities stipulated by laws, administrative regulations, CSRC, regulatory rules of securities of the places where the Company's shares are listed, and the Articles of Association.

Independent non-executive directors shall exercise the following special powers:

(i) Independently engage intermediary institutions to audit, consult on, or verify specific matters of the Company;

(ii) Propose to the board of directors to convene an extraordinary shareholders' meeting;

(iii) Propose to convene a meeting of the board of directors;

(iv) Publicly solicit shareholder rights from shareholders in accordance with the law;

(v) Express independent opinions on matters that may damage the interests of the Company or minority shareholders;

(vi) Exercise other powers stipulated by laws, administrative regulations, CSRC, regulatory rules of securities of the places where the Company's shares are listed, and the Articles of Association.

The exercise of the powers listed in Items (i) to (iii) of the preceding paragraph by independent non-executive directors shall be subject to the approval of more than half of all independent non-executive directors.

Board of Directors

The Company has established a Board of Directors which shall be accountable to the shareholders' meeting.

The Board of Directors shall consist of eleven Directors, including four executive directors, three non-executive directors and four independent non-executive directors. At all times, the Board shall have at least three independent non-executive directors representing not less than one-third of the total number of Directors, at least one of whom shall possess the appropriate professional qualifications, or appropriate accounting or related financial management expertise, as required under the Listing Rules. At least one independent non-executive director shall be ordinarily resident in Hong Kong. All independent non-executive directors must satisfy the independence requirements under the Listing Rules.

The Board shall exercise the following duties and powers:

(i) To convene shareholders' meeting and report its work to the shareholders' meeting;

(ii) To implement the resolutions of the shareholders' meeting;

(iii) To resolve business operation plans and investment plans of the Company;

(iv) To formulate profit distribution plans and plans for recovery of losses of the Company;

(v) To formulate plans of the Company regarding increase or reduction of the registered capital, issuance of bonds or other securities and listing;

(vi) To draft plans for significant acquisitions of the Company, the purchase of Shares of the Company, merger, division, dissolution or change of the form of the Company;

(vii) To determine, to the extent authorized by the shareholders' meeting, on such matters as the external investments, purchase or sale of assets, assets mortgage, external guarantee, entrusted wealth management, connected transactions, external donations of the Company;

(viii) To determine the internal management structure of the Company;

(ix) To determine the appointment or dismissal of the general manager of the Company and the Board secretary; and based on the nomination of the general manager, to determine the appointment or dismissal of the senior management including Deputy general manager and Financial Officer of the Company and determine their remuneration, rewards and penalties;

(x) To formulate the basic management system of the Company;

(xi) To formulate proposals for any amendment of the Articles of Association;

(xii) To manage the information disclosure of the Company;

(xiii) To propose to the shareholders' meeting for appointment or replacement of the accounting firms which provide audit services to the Company;

(xiv) To listen to work reports of the general manager of the Company and review his or her work;

(xv) Other duties as stipulated in laws, administrative regulations, departmental rules, securities regulatory rules of the places where the shares of the Company are listed, the Articles of Association or the shareholders' meeting.

The Board of Directors establishes special committees such as Audit Committee, Nomination Committee, Remuneration and Appraisal Committee, etc. The special committees perform duties pursuant to the Articles of Association and the authorization of the Board of Directors.

Meetings of the Board of Directors are divided into regular meetings and interim meetings. The Board of Directors shall hold at least four regular meetings each year, which shall be convened by the chairman. All directors shall be given written notice at least 14 days prior to the convening of the meeting.

Shareholders representing more than one-tenth of the voting rights, more than one-third of the directors, or the Audit Committee may propose the convening of an interim meeting of the board of directors. The chairman shall convene and preside over the board meeting within 10 days from the date of receiving such proposal.

A meeting of the Board of Directors shall be held only if more than half of the Directors are present. Resolutions of the Board of Directors must be passed by a majority of all Directors. When the Board of Directors reviews external guarantee matters, such matters shall also be approved by more than two-thirds of the directors present at the board meeting, unless otherwise stipulated more strictly by laws, regulations, regulatory rules of securities of the places where the Company's shares are listed, or the Articles of Association.

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

Where a director is related to an enterprise or individual involved in a board resolution, the director shall promptly submit a written report to the Board of Directors. A related director shall not vote for the said resolution and shall not represent another director in exercise of voting rights. The board meeting may be held with more than half of unrelated directors present, and resolutions passed by the board meeting shall require more than half of votes of unrelated directors. Where the number of unrelated directors present at the board meeting is less than three, the said matter shall be tabled at a shareholders' meeting for deliberation.

Secretary to the Board

The Company shall have a secretary for the Board, and shall be responsible for the preparation of the shareholders' meeting and Board meeting, document keeping and management of information regarding the shareholders of the Company and other matters. The secretary to the Board shall comply with the relevant provisions of the laws, administrative regulations, departmental rules and the Articles of Association.

General Manager and Other Senior Management Members

The Company shall have one general manager, who shall be appointed or dismissed by the Board of Directors. The general manager, deputy general manager (if any), financial officer, secretary to the Board of Directors, Chief Technology Officer, Chief Scientific Officer and another person confirmed by the Board of Directors are senior management of the Company. The general manager is responsible for the Board of Directors and exercises the following powers:

(i) to be in charge of the production, operation and management of the Company, organize and implement the resolutions of the Board of Directors, and report the work to the Board of Directors;

(ii) to implement the Company's annual business plan and investment programs;

(iii) to draft proposals for the establishment of internal management institutions of the Company;

(iv) to draft the Company's basic management systems;

(v) to formulate specific regulations of the Company;

(vi) to propose to the Board of Directors the appointment or dismissal of Deputy general manager (if any) and other senior management personnel;

(vii) to decide on the appointment or dismissal of management personnel other than those who should be appointed or dismissed by the Board of Directors;

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

Senior management personnel of the Company shall faithfully perform their duties and safeguard the maximum interests of the Company and all shareholders. If senior management personnel fail to faithfully perform their duties or violate their fiduciary duties, causing damage to the interests of the Company and the public shareholders, they shall be liable for compensation in accordance with the law.

FINANCIAL ACCOUNTING SYSTEM, DISTRIBUTION OF PROFITS AND AUDIT

Financial Accounting System

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

The Company shall prepare its annual financial accounting reports and audited by the accounting firm within four months from the end of each fiscal year. The financial accounting reports shall be prepared in compliance with applicable laws, administrative regulations, regulations of relevant departments and the Listing Rules.

The periodic reports for the Company's H shares shall include annual reports and interim reports. The Company shall publish a preliminary annual results announcement within three months from the end of each fiscal year. The annual report shall be finalized and disclosed within four months from the end of each fiscal year and no less than twenty-one days prior to the convening of the annual general meeting; The Company shall publish a preliminary interim results announcement within two months from the end of the first six months of each fiscal year, and finalize and disclose the interim report within three months from the aforesaid date.

The aforesaid annual reports and interim reports shall be prepared in accordance with the relevant laws, administrative regulations, CSRC and the requirements of the stock exchange where the Company's shares are listed.

The Company shall not establish the statutory accounts books other than those provided by law. Any assets of the Company shall not be kept under any account opened in the name of any individual.

Distribution of Profits

When distributing after-tax profits of the year, the Company shall allocate 10% of its after-tax profits for the Company's statutory reserve fund. When the aggregate balance in the statutory reserve fund has reached 50% or more of the Company's registered capital, the Company needs not to make any further allocations to that fund. Where the Company's statutory reserve fund is not enough to make up losses of the Company for the preceding year, the current year's profits shall be applied firstly to make up for the losses before being allocated to the statutory reserve in accordance with the preceding provision. After allocating the statutory reserve fund from the after-tax profits, the Company may also allocate a discretionary reserve fund from the after-tax profits upon a resolution of the shareholders' meeting.

The remaining after-tax profit after the Company has made up for losses and extracted surplus reserves shall be distributed in proportion to the shares held by the shareholders. If the shareholders' meeting violates the Company Law by distributing profits to the shareholders, the shareholders shall return the profits distributed in violation of the regulations to the company. If losses are caused to the Company, the shareholders and the responsible directors and senior executives shall be liable for compensation. Shares held by the Company itself do not participate in profit distribution.

The company's surplus reserves are used to make up for the Company's losses, to expand the Company's production and operations, or to increase the Company's registered capital. When the legal reserve fund is converted into share capital, the retained reserve fund shall not be less than 25% of the Company's registered capital before the conversion.

Internal Audit

The Company implements an internal audit system which is equipped with dedicated audit personnel to conduct internal audits for supervision of financial income and expenditure and economic activities of the Company.

The Company's internal audit system shall supervise and examine the Company's business activities, risk management, internal controls, financial information, and related matters, and shall be subject to the oversight and guidance of the Audit Committee. The internal audit department is accountable to the Board of Directors.

Appointment of an Accounting Firm

The Company shall appoint an accounting firm which has complied with the laws and regulations for carrying out the audit for the accounting statements, net asset verification, and other relevant consultancy services. The term of appointment shall be 1 year and can be re-appointed.

The appointment, removal, or non-renewal of the accounting firm shall be approved by the shareholders' meeting. The Board shall not appoint accounting firm before the approval of the shareholders' meeting.

The Company guarantees that it shall provide the appointed accounting firm with true and complete accounting proofs, accounting books, financial and accounting reports and other accounting information, and that it engages without any refusal, withholding, and misrepresentation.

The auditing fee of the accounting firm or the method of determining audit fee shall be approved by the shareholders' meeting.

In the event of termination of the appointment or non-renewal of appointment of an accounting firm, the Company shall notify the accounting firm 10 days in advance; and the accounting firm shall be allowed to make its representation. An accounting firm proposing to resign shall state its opinions in the shareholders' meeting whether the Company has committed any improper act.

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

Merger, Division, Capital Increase, and Capital Reduction

Merger of the Company may take the form of absorption or establishment of a new company. In case of merger by absorption, a company absorbs any other company and the absorbed company is dissolved. In case of merger by new establishment, two or more companies merge into a new one and the parties to the merger are dissolved.

If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and a property list. The Company shall notify its creditors within 10 days as of the date of the resolution for the merger and shall publish an announcement on the press or the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) within 30 days as of the date of such resolution. A creditor may within 30 days as of the receipt of the notice or, in case where he/she fails to receive such notice within 45 days of the date of the announcement, to demand the Company to repay its debts or provide guarantees for such debts.

When the Company is merged, the claims and debts of each party to the merger shall be succeeded by the company surviving the merger or the new company established subsequent to the merger.

Where there is a division of the Company, a balance sheet and property list shall be prepared. The Company shall notify its creditors within 10 days as of the date of the resolution for the division and shall publish an announcement on the press or the National Enterprise Credit Information Publicity System within 30 days as of the date of such resolution. Unless a written agreement has been entered into, before the division, by the Company and its creditors in relation to the repayment of debts, debts of the Company prior to the division shall be jointly assumed by the surviving companies after 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 10 days as of the date of the resolution for the reduction of its registered capital and shall publish an announcement on the press or the National Enterprise Credit Information Publicity System within 30 days as of the date of such resolution. A creditor may within 30 days as of the receipt of the notice or, in case where he/she fails to receive such notice within 45 days of the date of the announcement, to demand the Company to repay its debts or provide guarantees for such debts.

In the event of a merger or division of a company, if there is a change in the registration items, the Company shall go through the change registration with the company registration authority in accordance with the law; If the Company is dissolved, it shall go through the deregistration procedures of the Company in accordance with the law; If a new company is established, the company establishment registration shall be completed in accordance with the law.

If the Company increases or decreases its registered capital, it shall go through the change registration with the company registration authority in accordance with the law.

Dissolution and Liquidation

The Company shall be dissolved upon the occurrence of the following events:

(i) Expiry of the term of business as specified by the Articles of Association or the occurrence of other matters for dissolution as specified by the Articles of Association;

(ii) A resolution on dissolution is passed by a shareholders' meeting;

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

(iv) The business license of the Company is revoked or the Company is ordered to close down or dissolved in accordance with the laws;

(v) The Company suffers significant hardships in operation and management, and its continued existence would cause significant losses to shareholders' interests, and such issues cannot be resolved through other means, Shareholders representing 10% or above of the total voting rights of the Company may plead the court to dissolve the Company.

If the Company is in the situation as described in item (i) and (ii) of the preceding paragraph, and has not yet distributed its properties to shareholders, it can continue to exist by amending the Articles of Association. The amendment of the Articles of Association or the resolution of the shareholders' meeting as per the preceding paragraph must be passed by two-thirds or more of the voting rights held by the shareholders attending the shareholders' meeting.

If the Company is dissolved due to the provisions mentioned in items (i), (ii), (iv), and (v) above, a liquidation shall be conducted and a liquidation group within 15 days from the date the cause for dissolution arises to carry out the liquidation. Directors are the liquidation obligors of the Company and shall form a liquidation group to conduct liquidation within 15 days from the date on which the cause of dissolution arises. The liquidation group shall be composed of directors or the person designated by the shareholders' meeting.

The liquidation group shall notify the creditors within 10 days from the date of its establishment and announce it in the designated press or the National Enterprise Credit Information Publicity System within 60 days. Creditors shall declare their claims to the liquidation group within 30 days from the date of receiving the notice, or within 45 days from the date of the announcement if they have not received the notice.

When declaring claims, creditors shall specify the relevant matters of the claims and provide supporting documents. The liquidation group shall register the claims.

During the period for declaring claims, the liquidation group shall not make repayments to the creditors.

After the liquidation group has sorted out the Company's assets, prepared the balance sheet and inventory of assets, it shall formulate a liquidation plan and submit it to the shareholders' meeting or the court for confirmation. The Company's assets shall be used to pay the liquidation expenses, employees' wages, social insurance fees, and statutory compensation, to pay the taxes owed, and to repay the Company's debts. The remaining assets shall be distributed among the shareholders in proportion to their shareholdings.

During the liquidation period, the Company shall continue to exist but shall not engage in any business activities unrelated to the liquidation. After sorting out the Company's assets and preparing the balance sheet and inventory of assets, the liquidation group finds that the Company's assets are insufficient to repay the debts, it shall apply to the court for bankruptcy liquidation in accordance with the law. After the court accepts the bankruptcy application, the liquidation group shall transfer the liquidation affairs to the court.

After the completion of the Company's liquidation, the liquidation group shall prepare a liquidation report, submit it to the shareholders' meeting or the people's court for confirmation, and submit it to the company registration authority to apply for cancellation of the Company's registration within the 30 days since the confirmation of shareholders' meeting or the people's court.

If the Company is declared bankrupt in accordance with the law, the bankruptcy liquidation shall be carried out in accordance with the relevant laws on enterprise bankruptcy.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

(i) After amendments are made to the Company Law of the PRC (《中華人民共和國公司法》) or other relevant laws and administrative regulations, the matters stipulated in the Articles of Association are in conflict with the provisions of the revised laws and administrative regulations;

(ii) If certain changes of the Company occur resulting in inconsistency with certain terms specified in the Articles of Association;

(iii) The shareholders' meeting has resolved to amend the Articles of Association.

Where the amendments to the Articles of Association passed by resolutions of the shareholders' meeting require approval of the competent authorities, the amendments shall be submitted to the relevant authorities for approval. Where the amendments involve registration matters of the Company, the involved changes shall be registered in accordance with the laws.

The Board shall amend the Articles of Association in accordance with the resolution of the shareholders' meeting on amendment to the Articles of Association and the examination and approval opinions from relevant authorities.

Any amendment to the Articles of Association that are required to be disclosed in accordance with laws and regulations shall be announced in accordance with provisions thereof.