
APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

This appendix contains a summary of the provisions of the Articles of Association of DDPai Technology Co., Ltd. (the “**Articles of Association**”), as approved and last amended by the 2026 Fourth Extraordinary General Meeting of the Company held on June 22, 2026. The primary purpose of this appendix is to provide potential [REDACTED] with an overview of the Articles of Association. Accordingly, it may not contain all information that is material to potential [REDACTED].

Shares and Registered Capital

Shares issued by the Company are denominated in Renminbi, with a par value of RMB [REDACTED] per share. The Company issues Shares in accordance with the principles of openness, fairness and impartiality, and each share of the same class shall carry equal rights.

For shares of the same class issued at the same time, the issuance conditions and price for each share shall be the same; the same price shall be paid for each of the shares subscribed by any entities or individuals.

Increase, Decrease and Repurchase of Shares

Increase in Capital

Pursuant to its operational and developmental needs, the Company may increase its capital in accordance with the laws and regulations subject to respective resolution of the Shareholders’ meeting, by the following methods:

- (i) Issuance of Shares to unspecified parties;
- (ii) Issuance of Shares to specific parties;
- (iii) Issuing bonus Shares to existing Shareholders;
- (iv) Converting capital reserves into share capital; and
- (v) Other methods prescribed by laws, administrative regulations, the CSRC and the Hong Kong Stock Exchange.

Reduction of Capital

The Company may reduce its registered capital. The Company shall reduce its registered capital in accordance with the procedures set out in the Company Law and other relevant regulations as well as the Articles of Association. The Company shall prepare a balance sheet and an inventory of assets when it reduces its registered capital. The Company shall notify its creditors within 10 days from the date of the Company’s resolution for reduction of registered capital and shall publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the date of such resolution. A creditor shall, within 30 days from the date of receipt of the notice from the Company or, in the case where a creditor does not receive such notice, within 45 days from the date of announcement, be entitled to require the Company to repay its debts or to provide a corresponding guarantee for the repayment of such debt. When the Company reduces its registered capital, it shall reduce the capital contribution or shares in proportion to the capital contribution or shareholding of each Shareholder, unless otherwise provided by the laws or the Articles of Association.

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Repurchase of Shares

The Company shall not purchase its Shares other than for one of the following purposes:

- (i) to reduce its registered capital;
- (ii) to merge with another company that holds its Shares;
- (iii) to grant its Shares for carrying out an employee stock ownership plan or equity incentives;
- (iv) to purchase its Shares from Shareholders who are against the resolution regarding the merger or division with other companies at a Shareholders' meeting;
- (v) to use the Shares for conversion of convertible corporate bonds issued by the Company;
- (vi) the repurchase of Shares is necessary for the Company to maintain its company value and protect its Shareholders' interests; or
- (vii) other circumstances as stipulated and permitted by the laws, administrative regulations, departmental rules, and the regulatory rules of the place where the Company's stocks are listed.

The purchase of its Shares by the Company on the grounds set out in (i) and (ii) above shall require approval by way of a resolution passed by the Shareholders' meeting. For any repurchase of its Shares by the Company under any of the circumstances stipulated in (iii), (v) and (vi) above, a Board resolution shall be made by two-thirds of the Directors attending the meeting according to the provisions of the Articles of Association or as authorized by the Shareholders' meeting.

Following the purchase of its Shares by the Company under the circumstances stipulated in (i), such Shares shall be cancelled within 10 days from the date of purchase. The Shares shall be transferred or cancelled within six months if the purchase of Shares is made under the circumstances stipulated in (ii) and (iv). The Shares of the Company held in total by the Company after the repurchase of Shares under the circumstances stipulated in (iii), (v) and (vi) shall not exceed 10% of the total number of issued Shares of the Company, and shall be transferred or cancelled within three years.

Transfer of Shares

No transfer of the Shares of the Company issued before its public offering of Shares shall be made within 1 year from the date on which the Shares of the Company are listed and traded on the stock exchange.

The Directors and senior management of the Company shall declare the number of Shares held by them and the relevant changes to the Company. The number of Shares transferred each year during their term of office shall not exceed 25% of the total number of the same class of Shares of the Company held by them. No Share of the Company held by them shall be transferred within 1 year from the date on which the Shares of the Company are listed and traded. No Share of the Company held by them shall be transferred within six months after their resignation.

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Register of Shareholders

The register of Shareholders constitutes conclusive evidence of the Shareholders' holding of Shares in the Company. Shareholders shall be entitled to rights and bear obligations in accordance with the class of Shares they hold; Shareholders holding Shares of the same class shall be entitled to equal rights and bear the same obligations.

Rights and Obligations of Shareholders

Shareholders of the Company shall be entitled to the following rights:

- (i) to receive dividends and other forms of profit distribution in proportion to their shareholding;
- (ii) to request, convene, chair, attend or appoint a proxy to attend Shareholders' meetings in accordance with the laws, and to exercise the corresponding rights to speak and vote;
- (iii) to supervise the Company's operations, and to make suggestions or raise queries;
- (iv) to transfer, gift or pledge the Shares held by them in accordance with the provisions of the laws, administrative regulations and the Articles of Association;
- (v) to inspect and reproduce the Articles of Association, register of Shareholders, minutes of Shareholders' meetings, resolutions of the Board meetings as well as financial and accounting reports of the Company; Shareholders who meet the relevant criteria may inspect the accounting books and accounting evidence of the Company;
- (vi) to participate in the distribution of the Company's residual assets in proportion to the Shares held upon the discontinuing or liquidation of the Company;
- (vii) Shareholders who object to a resolution of the Shareholders' meeting regarding a merger or division of the Company may require the Company to purchase their Shares;
- (viii) other rights as prescribed by the laws, administrative regulations, departmental rules and the Articles of Association.

Shareholders of the Company shall bear the following obligations:

- (i) to comply with the laws, administrative regulations and the Articles of Association;
- (ii) to pay the capital contribution in accordance with the Shares subscribed for and the method of subscription;
- (iii) not to withdraw Shares unless as required by the laws and regulations and as stipulated in the Articles of Association;
- (iv) not to abuse its rights to prejudice the interests of the Company or other Shareholders and not to abuse the status of the Company as an independent legal person and the limited liabilities of the Shareholder to prejudice the interests of the creditors of the Company;
- (v) other obligations imposed by the laws, administrative regulations and the Articles of Association.

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Where a Shareholder of the Company abuses his/her rights and causes losses to the Company or other Shareholders, he/she shall assume the liability of compensation in compliance with the laws.

Where a Shareholder of the Company abuses the status of the Company as an independent legal person and the limited liabilities of the Shareholder to avoid his/her debts and severely impairs the interests of the creditors of the Company, he/she shall assume vicarious liabilities for the debts of the Company.

Restrictions on the Rights of Controlling Shareholders

The controlling Shareholders and de facto controllers of the Company shall exercise Shareholders' rights in accordance with the laws, and shall not abuse control or use related relationships to harm the legitimate rights and interests of the Company or other Shareholders.

Shareholders' Meeting

General Rules of the Shareholders' Meeting

The Shareholders' meeting is the governing body of the Company and shall exercise the following functions and powers in accordance with the laws:

- (i) to elect and replace Directors who are not employee representatives, and to determine matters related to Directors' remuneration;
- (ii) to consider and approve the reports of the Board;
- (iii) to consider and approve the Company's profit distribution proposals and the proposals for making up losses;
- (iv) to make resolutions on the increase or reduction of the registered capital of the Company;
- (v) to make resolutions on the issue of corporate bonds;
- (vi) to make resolutions on the merger, division, dissolution, liquidation or change of corporate form of the Company;
- (vii) to amend the Articles of Association;
- (viii) to make resolutions on the appointment or dismissal of the accounting firm responsible for the auditing of the Company;
- (ix) to consider and approve transactions and guarantees which, under the Articles of Association and the Rules of Procedure for Shareholders' Meetings, shall be resolved by the Shareholders' meetings;
- (x) to consider matters related to the purchase or disposal of material assets by the Company within one year, where the value of such assets exceeds 30% of the total audited assets of the Company for the most recent period;
- (xi) to consider and approve matters related to changes in the use of raised funds;
- (xii) to consider equity incentive schemes and employee share ownership schemes;

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- (xiii) to consider transactions where any applicable percentage ratio under Rule 14.07 of the Hong Kong Listing Rules reaches 25% or more and connected transactions where any applicable percentage ratio reaches 5% or more (including one-off transactions and a series of transactions requiring an aggregated percentage ratio but excluding any transactions exempt from approval from Shareholders' meetings under the Hong Kong Listing Rules or approved by the Hong Kong Stock Exchange), or connected transactions where one of the applicable percentage ratios reaches five per cent (5%) or more (including one-off transactions and a series of transactions requiring an aggregated percentage ratio, but excluding any connected transactions exempt from disclosure or announcement under the Hong Kong Listing Rules or approved by the Hong Kong Stock Exchange); and
- (xiv) to consider other matters which, pursuant to the laws, administrative regulations, departmental rules and the Articles of Association, shall be decided by the Shareholders' meetings.

The aforementioned functions and powers of the Shareholders' meetings shall not be conferred to the Board or any other institution or individual.

Shareholders' meetings are classified as annual Shareholders' meetings and extraordinary Shareholders' meetings. An annual Shareholders' meeting shall be convened once a year and be held within six months after the end of the previous accounting year.

In any of the following circumstances, the Company shall convene an extraordinary Shareholders' meeting within two months:

- (i) Where the number of Directors falls below two-thirds of the number prescribed by the Company Law or the Articles of Association;
- (ii) The uncovered losses of the Company amount to one-third of its total paid-up share capital;
- (iii) Shareholders who individually or jointly hold more than 10% of the Company's voting shares require in writing an extraordinary Shareholders' meeting to be convened (the number of the shares held is calculated based on the date that shareholders made such written request);
- (iv) Where the Board deems it necessary;
- (v) Where the audit committee proposes to convene such a meeting;
- (vi) Other circumstances prescribed by the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Convening of Shareholders' Meetings

With the consent of a majority of all independent Directors, the Board and independent Directors shall have the right to propose the convening of extraordinary Shareholders' meetings. Where Shareholders holding, individually or collectively, 10% or more of the Company's Shares request the convening of an extraordinary Shareholders' meeting, the Board and the audit committee shall, within ten days from the receipt of such a request, decide whether to convene the extraordinary Shareholders' meeting and provide a written response to the Shareholders.

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In addition, the audit committee or Shareholders holding, individually or collectively, 10% or more of the Company's Shares shall have the right to propose to the Board the convening of extraordinary Shareholders' meetings. The Board shall, in accordance with the requirements of the laws, administrative regulations and the Articles of Association, provide written feedback on the acceptance or refusal to convene the extraordinary Shareholders' meeting within ten days from the receipt of such a proposal.

If the Board agrees to convene the extraordinary Shareholders' meeting, a notice convening the meeting shall be issued within five days upon the passing of the Board resolution, any change to the original request in the notice shall be subject to the approval from the relevant shareholders.

If the Board does not agree to convene the extraordinary Shareholders' meeting or does not provide feedback within ten days upon the receipt of such a request, Shareholders holding, individually or collectively, 10% or more of the Company's Shares may propose to the audit committee to convene an extraordinary Shareholders' meeting and shall make such a request in writing to the audit committee.

If the audit committee agrees to convene the extraordinary Shareholders' meeting, it shall issue a notice thereof within five days from the receipt of such request, and any amendment made in the notice to the original request shall be subject to the consent of the relevant Shareholders.

If the audit committee fails to issue a notice of the Shareholders' meeting within a specified period, it shall be deemed that the audit committee shall not convene and preside over the Shareholders' meeting, and the Shareholders holding, individually or collectively, 10% or more of the Company's Shares for more than ninety consecutive days may convene and preside over the meeting by himself/herself/themselves.

Proposals for Shareholders' Meetings

Where the Company convenes a Shareholders' meeting, the Board, the audit committee, and Shareholders holding, individually or collectively, 10% or more of the Company's Shares shall have the right to submit proposals to the Company.

Shareholders holding, individually or collectively, 10% or more of the Company's Shares may submit interim proposals in writing to the convener ten days before the Shareholders' meeting is held. The convener shall issue a supplementary notice of the Shareholders' meeting within two days after the receipt of such proposal, and announce the content of the interim proposal.

Except for the circumstances provided in the preceding paragraph, the convener shall not, after issuing the notice of the Shareholders' meeting, amend any proposal already listed in the notice or add new proposals. The Shareholders' meeting shall not vote on or adopt resolutions regarding any proposal not listed in the notice of the Shareholders' meeting or that does not comply with the provisions of the Articles of Association.

Noice of Shareholders' Meetings

The convener shall notify all Shareholders of the annual Shareholders' meeting in writing (including the announcement) at least 21 days prior to the meeting. Notice of an extraordinary Shareholders' meeting shall be given to all shareholders in writing (including the announcement) at least 15 days prior to the meeting. In calculating the commencing date of the notice period, the date on which the meeting is held shall be excluded, but the date on which the notice is given shall be included.

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Notice of a Shareholders' meeting shall include the following information:

- (i) The time, place and duration of the meeting;
- (ii) Matters and proposals to be submitted to the meeting for consideration;
- (iii) Descriptions in prominent texts: All Shareholders have the right to attend the Shareholders' meeting and may appoint a proxy in writing to attend the meeting and participate in voting, and such proxy need not be a Shareholder of the Company;
- (iv) The equity record date for Shareholders entitled to attend the Shareholders' meeting;
- (v) The name and telephone number of the standing contact person for the meetings;
- (vi) The time and procedures for voting via the internet or other means (if any); and
- (vii) Other requirements stipulated by the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's Shares are listed, and the Articles of Association.

Convening of Shareholders' Meetings

All Shareholders registered in the register of members, or their proxies, shall be entitled to attend the Shareholders' meetings and to exercise their voting rights in accordance with the relevant laws, regulations and the Articles of Association. Shareholders may attend the Shareholders' meeting in person or appoint a proxy to attend and vote on their behalf.

Resolutions at Shareholders' Meetings

The resolutions of the Shareholders' meeting shall be divided into ordinary resolutions and special resolutions. An ordinary resolution shall be passed at the Shareholders' meeting by a majority of the voting rights held by the Shareholders (including the Shareholders' proxy(ies)) attending the Shareholders' meeting. A special resolution shall be passed at the Shareholders' meeting by two-thirds or more of the voting rights held by the Shareholders (including the Shareholders' proxy(ies)) attending the Shareholders' meeting.

The following matters shall be approved by ordinary resolutions at the Shareholders' meetings:

- (i) Working reports of the Board;
- (ii) Proposals for profit distribution and making up losses proposed by the Board;
- (iii) Appointment or dismissal of the members of the Board, and their remuneration and payment methods;
- (iv) Annual reports of the Company;
- (v) Engagement and dismissal of the accounting firm of the Company and the determination of its remuneration;
- (vi) Connected transactions between the Company and connected persons which, under the Hong Kong Listing Rules, require the approval at the Shareholders' meetings;

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- (vii) Changes in the use of funds raised for investment projects; and
- (viii) Other matters other than those stipulated by the laws, administrative regulations, the Hong Kong Listing Rules, the securities regulatory rules of the place where the Company's Shares are listed or the Articles of Association which shall be passed by special resolutions.

The following matters shall be approved by special resolutions at the Shareholders' meeting:

- (i) Increase or decrease in the registered capital of the Company;
- (ii) Merger, spin-off, division, dissolution and liquidation (including voluntary liquidation) of the Company, or a change in the form of the Company;
- (iii) Amendments to the Articles of Association;
- (iv) Purchase or disposal of major assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's total assets in the latest audited consolidated financial statements;
- (v) Issuance of Shares, convertible corporate bonds, preference shares and other classes of securities approved by the CSRC and the Hong Kong Stock Exchange;
- (vi) Listing of a subsidiary through a spin-off;
- (vii) Equity incentive schemes;
- (viii) Other matters stipulated by the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's Shares are listed, or the Articles of Association, as well as other matters determined at the Shareholders' meeting by ordinary resolution which shall have a significant impact on any member of the Group and shall be passed by special resolutions.

Directors and the Board

Directors

Directors who are not employee representatives shall be elected or replaced by the Shareholders' meeting, and his/her position may be terminated by the Shareholders' meeting before the expiration of his/her term of office. The term of office of Directors shall be three years. Upon expiry of the term, Directors may be re-elected for consecutive terms.

The term of office of a Director shall commence from the date on which the said Director assumes office to the expiry of the current session of the Board. If the term of office of a Director expires but re-election is not made promptly, the said Director shall continue fulfilling the duties as a Director pursuant to the laws, administrative regulations, departmental rules and the Articles of Association until the re-elected Director takes office.

Board

The Company shall set up the Board, which shall be accountable to the Shareholders' meeting. The Board shall consist of seven Directors, three of whom shall be independent Directors. The Board shall have one chairman, who shall be elected by a majority vote of all Directors.

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The Board shall exercise the following functions and powers:

- (i) To convene Shareholders' meetings and report the work status to the Shareholders' meetings;
- (ii) To implement resolution(s) of the Shareholders' meetings;
- (iii) To determine the business plans and investment proposals of the Company;
- (iv) To formulate the profit distribution proposals and proposals for making up losses of the Company;
- (v) To formulate proposals for increase or decrease in the registered capital of the Company, the issuance of bonds or other securities, as well as the listing proposal of the Company;
- (vi) To draft proposals for material acquisitions, purchase of Shares of the Company, or merger, division, dissolution and change of corporate form of the Company;
- (vii) Within the scope of authorization granted by the Shareholders' meeting, to determine matters such as the Company's external investments, acquisition and disposal of assets, asset pledges, external guarantees, entrusted wealth management, related transactions and external donations;
- (viii) To determine the establishment of internal management bodies of the Company;
- (ix) To determine the appointment or dismissal of the general manager of the Company and the secretary to the Board, other senior management and the secretary to the Company, and based on the nomination of the general manager, to determine the appointment or dismissal of senior management such as deputy general managers and the chief financial officer, and to determine their remuneration, rewards and punishments;
- (x) To formulate the basic management system of the Company;
- (xi) To formulate proposals for amendments to the Articles of Association;
- (xii) To manage information disclosure matters of the Company;
- (xiii) To propose to the Shareholders' meeting the appointment or replacement of the accounting firm that performs auditing for the Company;
- (xiv) To listen to the working report of the general manager of the Company and inspect the work of the general manager; and
- (xv) Other functions and powers conferred by the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Shares of the Company are listed, or the Articles of Association.

Board meetings comprise regular meetings and extraordinary meetings. At least a regular meeting shall be held every quarter. Board meetings shall be convened by the chairman and written notices of the meetings shall be given to all Directors ten days before the date of the meetings. Extraordinary Board meetings may be proposed to be convened by Shareholders representing more than 10% of the voting rights, more than one-third of the Directors or the audit committee. The chairman shall convene and preside over the Board meeting within 10 days after the receipt of such proposal.

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A Board meeting shall only be held if a majority of the Directors are present. Board resolutions shall be passed by a majority of all Directors.

Connected Transactions

The Board may pass resolutions on any connected transactions between the Company and related parties where the total amount of a single transaction or the transactions in aggregate does not exceed RMB30,000,000.

General Manager

The Company shall have one general manager, who shall be appointed or dismissed by the Board. The general manager shall be accountable to the Board and shall exercise the following functions and powers:

- (i) to be in charge of the production and operational management of the Company, organize the implementation of Board resolutions and report to the Board on the status of work;
- (ii) to organize the implementation of the annual operation plans and investment proposals of the Company;
- (iii) to draft the establishment proposal of the internal management body of the Company;
- (iv) to draft the basic management system of the Company;
- (v) to formulate the specific statutes of the Company;
- (vi) to propose to the Board the appointment or dismissal of the deputy general manager, chief financial officer and other senior management personnel of the Company;
- (vii) to determine the appointment or dismissal of management personnel other than those whose appointment or dismissal shall be determined by the Board;
- (viii) other functions and powers authorized by the Articles of Association or the Board. The general manager shall be present at the Board meetings.

Special Committees under the Board

The Board of the Company shall establish the audit committee to exercise the functions and powers of the board of supervisors as prescribed by the Company Law.

In addition to the audit committee, the Board of the Company shall establish other special committees, including, among others, the nomination committee and the remuneration committee. The Board shall be responsible for formulating the working protocols of the special committees.

Secretary to the Board

The Company shall appoint a secretary to the Board, who shall be responsible for the preparation of Shareholders' meetings and Board meetings of the Company, the safekeeping of documents, management of information of the Shareholders of the Company, and the handling of information disclosure matters.

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Financial and Accounting Systems

The Company shall establish its financial and accounting systems in accordance with the laws, administrative regulations and the requirements of relevant government authorities. The Company shall not maintain any accounting books other than the statutory accounting books. The funds of the Company shall not be deposited in accounts opened under the name of any individual.

In distributing the after-tax profit of the current year, the Company shall withdraw 10% of the profit as its statutory reserve funds. When the aggregate amount of the statutory reserve funds of the Company is more than 50% of its registered capital, further appropriations are not required. Where the statutory reserve funds of the Company are insufficient to make up the losses of the previous year, the profits of the current year shall be used to make up such losses before making withdrawals from its statutory reserve funds in accordance with the preceding paragraph. After withdrawing the statutory reserve funds from the after-tax profit, the Company may, subject to a resolution of the Shareholders' meeting, withdraw the discretionary reserve funds from the after-tax profit.

After making up the losses and making withdrawals from the reserve funds, any remaining after-tax profit shall be distributed by the Company to the Shareholders in proportion to their respective shareholdings, unless the Articles of Association provide otherwise.

Where the Shareholders' meeting, in violation of the Company Law, distributes the profits to the Shareholders, the Shareholders shall return the profits distributed in violation of the provisions to the Company. In case of losses caused to the Company, the Shareholders and the responsible Directors, and senior management personnel shall be liable for compensation.

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

Dissolution and Liquidation of the Company

The Company shall be dissolved upon the occurrence of any of the following circumstances:

- (i) The term of business provided in the Articles of Association expires or any other grounds for dissolution as stipulated in the Articles of Association occur;
- (ii) A resolution on dissolution is passed by the Shareholders' meeting;
- (iii) Dissolution is required due to the merger or division of the Company;
- (iv) The business license is suspended or the Company is ordered to close down or its registration revoked in accordance with the laws;
- (v) Where the Company faces serious difficulties in its operations and management, and its continued existence would result in significant loss to the interests of the Shareholders, and such difficulties cannot be resolved by other means, Shareholders holding more than 10% of the voting rights may apply to the People's Court for the dissolution of the Company;

Where the Company is dissolved pursuant to items (i), (ii), (iv) and (v) above, a liquidation committee shall be established within fifteen days from the occurrence of the grounds for dissolution to carry out the liquidation. The liquidation committee shall be composed of Directors or personnel determined by the Shareholders' meeting. If a

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liquidation committee is not established within the prescribed period to carry out the liquidation, creditors may apply to the People's Court to designate relevant personnel to establish a liquidation committee to carry out the liquidation.

The liquidation committee shall notify the creditors within ten days following the date of its establishment and make a public announcement in the newspaper or the National Enterprise Credit Information Publicity System within 60 days. Creditors shall, within 30 days from the receipt of such notice or, in case where he/she fails to receive such notice, within 45 days from the date of the announcement, declare their claims to the liquidation committee. Creditors shall provide explanations and evidence for their claims upon their declarations of such claims. The liquidation committee shall register the creditors' claims, and shall not settle any debts to any creditors during the period of claim declaration.

After checking the assets of the Company and preparing a balance sheet and a property list, the liquidation committee shall formulate a liquidation proposal for confirmation by the Shareholders' meeting or the People's Court. The remaining property of the Company, after the payment for liquidation expenses, wages, social insurance premiums and statutory compensation of staff, taxes and debts of the Company, shall be distributed to the Shareholders in proportion to their shareholdings.

During the liquidation period, the Company shall continue to exist but cannot carry out any business activities not related to liquidation. The property of the Company shall not be distributed to the Shareholders until the settlement of debts in accordance with the preceding paragraph.

If the liquidation committee, after checking the property of the Company and preparing a balance sheet and a property list, discovers that the property of the Company is insufficient to pay off its debts, it shall file an application to the People's Court for a declaration of bankruptcy in accordance with the laws. Once the Company has been declared bankrupt by a ruling of the People's Court, the liquidation committee shall transfer the liquidation affairs to the People's Court.

Upon completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report and submit the report to the Shareholders' meeting or the People's Court for confirmation and submit the report to the company registration authority to apply for the deregistration of the Company and to announce the dissolution of the Company.

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 or other relevant laws, administrative regulations, any matter contained in the Articles of Association become inconsistent with the said amendments;
- (ii) If certain changes of the Company occur and result in inconsistency with matters specified in the Articles of Association;
- (iii) The Shareholders' meeting has resolved to amend the Articles of Association.