This Appendix mainly provides [**REDACTED**] with an overview of the Articles of Association. The following information is provided for summary purposes only and does not constitute comprehensive information that may be important to [**REDACTED**].

SHARES AND REGISTERED CAPITAL

The shares of the Company shall be issued in an open, fair and equal manner. Each share of the same class shall rank pari passu with each other. Shares of a class in each issuance are issued under the same terms and at the same price. Subscribers pay the same price for each share subscribed for.

Domestic unlisted shares issued by the Company shall be centrally registered and deposited with domestic securities registration and settlement institutions. H shares may be deposited by a trustee-custodian company in accordance with the laws, securities regulatory rules and the requirements of securities registration and depository of the place where the Company's shares are listed, and may also be held by the shareholders in their own names.

The Company issues par value shares, which are denominated in Renminbi.

SHARE ADDITIONS, REPURCHASES AND TRANSFERS

Share increase or decrease

The Company may, in accordance with the needs of its business development, and in accordance with the provisions of laws and regulations, increase its registered capital in the following ways upon the resolutions of the shareholders' meeting: (1) Issuance of shares to unspecified objects; (2) Issuance of shares to specified objects; (3) Distribution of bonus shares to existing shareholders; (4) Capitalizing of common reserve fund; (5) Other methods prescribed by laws, administrative regulations, the China Securities Regulatory Commission, the Hong Kong Stock Exchange.

The Company may reduce its registered capital. Any reduction of the Company's registered capital shall be carried out in accordance with the procedures stipulated in the Company Law of the People's Republic of China, other relevant regulations in mainland China, the Listing Rules of The Stock Exchange of Hong Kong Limited, other securities regulatory rules applicable to the listing place of the Company's shares and the provisions of the Articles of Association.

Share repurchases

The Company shall not acquire the Company's shares except in any of the following circumstances:

(1) To reduce the registered capital of the Company; (2) Merger with other companies which hold shares of the Company; (3) The use of shares in employee stock ownership plans or equity incentives; (4) The shareholder requests the company to purchase its shares due to objection to the resolution on the merger or division of the company made by the shareholders' meeting; (5) The conversion of shares into corporate bonds issued by the company that can be converted into share certificates; (6) Necessary for the Company to safeguard the Company's value and shareholders' interests. (7) Other circumstances permitted by laws, regulations, and the regulatory authorities where the Company's shares are listed.

The Company may repurchase its shares through public and centralized trading or other methods as permitted by laws, administrative regulations, the CSRC, and the regulatory authorities where the Company's shares are listed. When the Company repurchases its shares in the circumstances as set out in items (3), (5) and (6) above, such repurchase shall be conducted by way of public and centralized trading. The Company's acquisition of its own shares in the circumstances as set out in items (1) and (2) above shall be subject to the resolution of the shareholders' meeting. The Company's acquisition of its own shares in the circumstances as set out in items (3), (5) and (6) above shall be subject to compliance with the securities regulatory rules of the place where the Company's shares are listed, and shall be approved by a resolution at the Board meeting attended by over two-thirds of the Directors in accordance with the provisions of the Articles of Association or as authorized by the shareholders' meeting.

Where the Company acquires its own shares in accordance with the provisions of the first paragraph above and falls under circumstance (1), such shares shall be canceled within ten days from the date of acquisition; For situations falling under items (2) and (4), the shares shall be transferred or canceled within six months; for situations falling under items (3), (5), and (6), the total number of shares held by the company shall not exceed ten percent of the Company's total issued shares, and such shares shall be transferred or canceled within three years. If laws, regulations, and the securities regulatory authorities of the place where the Company's shares are listed have other provisions regarding matters related to share repurchases, those provisions shall prevail.

Transfer of shares

Shares issued by the Company prior to its public offering shall not be transferable within one year from the date on which the shares of the Company are listed and traded in a stock exchange. Where laws, administrative regulations or the securities regulatory authority of the State Council otherwise stipulate on the transfer of the Company's shares held by its shareholders and de facto controllers, such stipulations shall prevail.

The Company's directors and senior executives shall report the shares (including preferred shares) they hold in the Company and any changes in them to the Company. The number of shares transferred annually during the term of office shall not exceed 25% of the total number of shares of the same class held by him in the Company; the shares held by the Company's directors and senior executives shall not be transferred within one year from the date of listing and trading of the Company's shares. The above personnel shall not transfer the Company's shares held by them within half a year after their departure.

SHAREHOLDERS AND SHAREHOLDERS' MEETINGS

Shareholders

The Company shall, based upon the certificates provided by the securities registration and settlement authority, establish a register of shareholders which is the sufficient evidence for the holding of shares in the Company by a shareholder. Shareholders shall have rights and assume obligations as per the class of their shares; shareholders holding shares of the same class shall have the same rights and assume the same obligations.

Holder of shares of the Company shall enjoy the following rights:

(1) To receive dividends and other forms of profit distributions in proportion to the number of shares held;

(2) To request, convene and preside over, attend by person or by proxy into shareholders' meeting in accordance with law, and to exercise the corresponding speaking and voting rights in proportion to its shareholding, unless voting rights on specific matters must be waived as required under the Listing Rules;

(3) To supervise the operation of the Company, and to make proposals or enquiries in relation thereto;

(4) To transfer, donate or pledge shares in accordance with laws and administrative regulations and the provisions of these Articles of Association;

(5) To inspect and copy the Articles of Association, register of shareholders, minutes of shareholders' meeting, resolutions of meetings of the Board of Directors and financial accounting reports, and shareholders who meet the requirements may inspect the Company's accounting books and certificates of account; and to inspect the Company's Hong Kong register, save that the Company may suspend the registration of members pursuant to provisions equivalent to section 632 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong);

(6) In the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in proportion to the number of shares held;

(7) With respect to shareholders who vote against any resolution adopted at the shareholders' meeting on the merger or division of the Company, to require the Company to acquire the shares held by them;

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

If a resolution passed at the shareholders' meeting or meeting of the Board of the Company violates the laws or administrative regulations, the shareholders shall have the rights to submit a petition to the People's Court to render the same invalid.

If the procedures for convening, or the method of voting at, the shareholders' meeting or meeting of the board of directors violate the laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, shareholders shall have the rights to submit a petition to the People's Court to revoke such resolution within sixty days from the date on which such resolution is adopted. However, this shall not apply when there are only minor defects in the convening procedures or voting method of the shareholders' meeting or meeting of the board of directors, which do not materially affect the resolution.

The Company's shareholders shall have the following obligations: (1) To comply with the laws, administrative regulations and these Articles of Association; (2) To pay capital contribution as per the shares subscribed for and the method of subscription; (3) Not to withdraw capital contribution, unless in the circumstances stipulated by the laws and regulations; (4) Not to damage any of the interests of the Company or other shareholders by abusing the shareholder's rights, nor damage the interests of any creditor of the Company by abusing the independent status of the Company as a legal person and limited liability of shareholders; (5) Any other obligations prescribed by the laws, administrative regulations, the Articles of Association and the securities regulatory rules of the place where the Company's shares are listed.

General requirements of shareholders' meetings

The shareholders' meeting of the Company shall comprise all shareholders. The shareholders' meeting is the organ of authority of the Company and shall exercise the following functions and rights in accordance with the law:

(1) Elect and replace directors who are not employee representatives, and decide on matters relating to the remuneration of directors;

(2) To consider and approve the reports of the board of directors;

(3) To consider and approve the profit distribution plan and plan for making up losses of the Company;

(4) To decide on increasing or reducing the registered capital of the Company;

(5) To make resolutions on the issuance and listing of corporate bonds and other bonds; any matter concerning the issue of corporate bonds resolved by the shareholders' general meeting or resolved by the board of directors pursuant to the authorisation of the shareholders' general meeting shall be implemented in detail in compliance with the laws, administrative regulations, and the requirements of the CSRC and the HKEX;

(6) Resolve on the merger, division, dissolution, liquidation (including voluntary liquidation), or change of corporate form of the Company;

(7) Amend the Articles of Association;

(8) To pass resolutions on the engagement or dismissal of accounting firms undertaking the Company's audit work and determining their remuneration by the Company;

(9) To consider and approve the guarantees as stipulated in Article 47 of the Articles of Association;

(10) To consider matters relating to the purchase or disposal of material assets, or provision of guarantees to others by the Company within one year in an amount representing more than 30 percent of the Company's latest audited total assets;

(11) To consider and approve the change of use of proceeds;

(12) To consider equity incentive plans and employee stock ownership schemes;

(13) To consider other matters that require to be resolved by the shareholders' meeting as prescribed by laws, administrative regulations, departmental rules, the Listing Rules, the Articles of Association and the securities regulatory rules of the place where the Company's shares are listed.

The following external guarantees of the Company must be subject to consideration and passing at the shareholders' meeting:

(1) Any guarantee provided after the total amount of external guarantees provided by the Company and its controlled subsidiaries exceeds 50% of the Company's latest audited net assets;

(2) A guarantee provided after the total external guarantees of the Company exceed 30% of the latest audited total assets;

(3) A guarantee provided to others with an amount exceeding 30% of the latest audited total assets of the Company within one year;

(4) Provision of guarantee to anyone whose liability-asset ratio exceeds 70%;

(5) The amount of a single guarantee exceeding 10% of the latest audited net assets;

(6) Provision of guarantee to shareholders, de facto controllers and their connected parties;

(7) Other guarantee situations required to be reviewed by the shareholders' meeting as stipulated by laws, regulations, the Listing Rules and the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

An extraordinary shareholders' meeting shall be convened by the Company within two months of the occurrence of any of the following circumstances: (1) The number of directors is less than the number specified in the Company Law or two-thirds of the number as required by the Articles of Association; (2) When the Company's accumulated losses not yet made up have reached one-third of its total share capital;

(3) Where shareholders who individually or jointly hold no less than 10% of the Company's shares request holding of such a meeting; (4) When the Board deems it necessary to convene the meeting; (5) When the Audit Committee proposes to convene a meeting; (6) Any other circumstance conferred by laws, administrative regulations, departmental rules, the Listing Rules and the Articles of Association.

Convening of the Shareholders' Meeting

Save as otherwise provided by laws or these Articles of Association, the shareholders' meeting shall be convened by the Board of Directors.

Upon the approval of more than half of all independent non-executive directors, the independent non-executive directors shall have the right to propose to the Board of Directors the convening of an extraordinary shareholders' meeting. In respect of any proposal for convening an extraordinary shareholders' meeting put forward by the independent non-executive directors, the Board of Directors shall, in accordance with laws, administrative regulations, the Listing Rules, other securities regulatory rules applicable to the Company's listing place and the provisions of these Articles of Association, provide a written reply agreeing or disagreeing to convene such meeting within ten days upon receipt of the proposal. If the Board of Directors approves the convening, it shall issue the notice of the extraordinary shareholders' meeting within five days after adopting the relevant board resolution. If the Board of Directors disapproves, it shall state the reasons and make an announcement in written form. Where the securities regulatory authority having jurisdiction over the listing of the Company's shares has other provisions, such provisions shall prevail.

The Audit Committee shall have the right to propose to the Board of Directors the convening of an extraordinary shareholders' meeting, and such proposal shall be submitted to the Board in writing. The Board of Directors shall, in accordance with laws, administrative regulations, the Listing Rules, other securities regulatory rules of the Company's listing place and these Articles of Association, provide a written reply stating whether it approves or disapproves the convening of the extraordinary shareholders' meeting within ten days upon receipt of the proposal. If the Board approves the convening, it shall issue the meeting notice within five days after passing the relevant board resolution. Any amendment to the original proposal contained in the notice shall be subject to the consent of the Audit Committee. If the Board refuses to convene the meeting or fails to respond within the aforesaid ten-day period upon receipt of the proposal, the Board shall be deemed unable or unwilling to perform its duty of convening the shareholders' meeting, and the Audit Committee may convene and preside over the meeting on its own.

Shareholders who individually or jointly hold 10% or more of the Company's shares have the right to request the Board to convene an extraordinary shareholders' meeting and shall submit the request in writing to the Board. The Board shall, in accordance with laws, administrative regulations, and the Articles of Association, provide written feedback within ten days after receiving the request, indicating whether it agrees or disagrees to convene the extraordinary shareholders' meeting. If the Board agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days of making the board resolution, and any changes to the original request in the notice shall be agreed upon by the relevant shareholders. If the Board does not agree to convene an extraordinary shareholders' meeting or fails to respond within 10 days after receiving the request, shareholders holding 10% or more of the Company's shares either individually or jointly who propose to the Audit Committee to convene an extraordinary shareholders' meeting shall submit a written request to the Audit Committee.

If the Audit Committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days of receiving the request, and any changes to the original request in the notice shall be agreed upon by the relevant shareholders. If the Audit Committee fails to issue the notice of the shareholders' meeting within the prescribed time limit, it shall be deemed that the Audit Committee is unable or unwilling to convene and preside over the shareholders' meeting, and shareholders holding 10% or more of the Company's shares separately or jointly for 90 consecutive days or more may convene and preside over the meeting on their own.

Notice of Shareholders' Meeting

The convener shall notify shareholders by public announcement at least twenty one days prior to the annual shareholders' meeting. For extraordinary shareholders' meetings, notification shall be provided at least fifteen days in advance via public announcement. The calculation of the starting date shall not include the date on which the meeting is convened, but shall include the date on which the notice is issued. Where the securities regulatory rules of the place where the Company's shares are listed require that a shareholders' general meeting be adjourned due to the publication of a supplementary notice of the shareholders' general meeting, the convening of such shareholders' general meeting shall be adjourned in accordance with such securities regulatory rules.

The notice of the shareholders' meeting shall include the following content:

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

(2) The matters and proposals to be reviewed at the meeting;

(3) Particulars shall be in clear text that all shareholders are entitled to attend shareholders' meeting and may appoint their proxies in writing to attend and vote at the meetings. Such proxies need not be shareholders of the Company;

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

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

(6) The time and procedure for voting by network or other means.

(7) Other information required by laws, regulations, the Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Proposals of the Shareholders' Meeting

The content of the proposals shall fall within the scope of the shareholders' meeting's authority, have clear topics and specific resolution matters, and comply with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

When the Company convenes a shareholders' meeting, the Board, the Audit Committee, and shareholders who individually or collectively hold 1% or more of the Company's shares shall have the right to submit proposals to the Company.

Shareholders holding 1% or more of the Company's shares separately or jointly may submit temporary proposals in writing to the convener ten days before the shareholders' meeting. The convener shall issue a supplementary notice of the shareholders' meeting within two days of receiving the proposal, announce the content of the temporary proposal, and submit the temporary proposal to the shareholders' meeting for review. However, temporary proposals that violate laws, administrative regulations, or the Articles of Association, or do not fall within the scope of the shareholders' meeting's authority, shall be excluded.

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

Proposals not listed in the notice of the shareholders' meeting or not in compliance with the Articles of Association shall not be voted on or resolved at the shareholders' meeting.

Proxy of the Shareholders' Meeting

Shareholders may attend the shareholders' meeting in person, or entrust proxies to attend and vote on their behalf. Shareholders have the right to appoint one or more proxies, but the proxies need not be shareholders of the Company.

Individual shareholders who attend the meeting in person shall produce their identity cards or other effective documents or proofs of identity. Proxies who attend the meeting shall produce their effective identification documents and the proxy form.

A corporate shareholder or other institutional shareholder shall be represented at the meeting by its legal representative/general partner (authorised representative), or by a proxy appointed by such legal representative/general partner (authorised representative). Where the legal representative/general partner (authorised representative) attends the meeting in person, he or she shall produce his/her identity document and valid credentials proving his/her status as the legal representative/general partner (authorised representative). Where a proxy attends the meeting, the proxy shall produce his/her identity document and a written power of attorney duly issued by the legal representative/general partner (authorised representative) of the corporate or institutional shareholder.

If a shareholder is a recognised clearing house (or its agent) as defined under the Securities and Futures Ordinance of Hong Kong and other relevant ordinances in force in Hong Kong from time to time, such shareholder may authorise its corporate representative or such other person or persons as it deems fit to act as its representative at any shareholders' meeting (and creditors' meeting). Provided that if more than one person is authorised, the power of attorney or authorisation document shall specify the number and class of shares in respect of which each such person is authorised, and the authorisation document shall be signed by an authorised officer of the recognised clearing house. A person so authorised may attend the meeting on behalf of the recognised clearing house (or its agent) (without being required to produce shareholding certificates, notarised authorisations or other further evidence of due authorisation) and exercise all statutory rights enjoyed by other shareholders, including the rights to speak and vote, as if such person were an individual shareholder of the Company.

A proxy form issued by a shareholder to appoint another person as his/her proxy to attend the shareholders' meeting shall contain the following information:

(1) the name or title of the appointer, the class and number of the Company's shares represented;

(2) the name or title of the proxy;

(3) the matters for which the proxy is appointed and the scope of authorization, specific instructions given by the shareholder, including instructions as to cast votes for, against or abstain on each proposal set out in the agenda of the shareholders' meeting;

(4) the signing date and validity period of the proxy form;

(5) signature (or seal) of the appointing shareholder. If the appointing shareholder is a corporate shareholder, the proxy form shall be affixed with its seal or signed by its director or duly authorised agent/personnel.

Voting of Shareholders' Meetings

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 over two-thirds of the voting rights held by the shareholders present at the shareholders' meeting (including proxies).

The following matters shall be approved by ordinary resolutions at the shareholders' meeting (1) work reports of the Board; (2) the profit distribution plan and the plan for making up losses prepared by the Board; (3) appointment or removal of the members of the Board, and their remuneration and the payment methods; (4) other matters other than those shall be approved by special resolutions stipulated in the laws, administrative regulations, the Listing Rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

The following matters shall be approved by special resolutions at the shareholders' meeting (1) the increase or reduction of the registered capital of the Company; (2) the division, spin-off, merger, dissolution and liquidation of the Company; (3) amendment to the Articles of Association; (4) the purchase and sale of material assets or amount of guarantee provided to other persons by the Company within one year valued at individually or in aggregate more than 30% of the audited total assets of the Company as at the most recent period; (5) stock incentive plans; (6) other matters as required by the laws, administrative regulations, the Listing Rules, the securities regulatory rules of the place where the shares of the Company are listed 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 and 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. On a poll taken at a meeting, shareholders (including proxies) having two or more votes need not cast all their votes for, against or abstain from voting. However, the shares of the Company held by the Company shall have no voting right, and shall not be included in the total number of shares with voting rights of shareholders present at the shareholders' meeting.

If any shareholder, under applicable laws and regulations and the Listing Rules, is required to abstain from voting on any particular matter being considered or is restricted to voting only for or only against any particular matter being considered, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted towards the total number of shares with voting rights.

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 thirty-six months after the purchase.

The Company's Board, independent non-executive Directors, shareholders holding 1% or more of the shares with voting rights or investor protection agencies established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit shareholders' voting rights. When soliciting shareholders' voting rights, the specific voting intentions and other information shall be fully disclosed to the persons whose voting rights are being solicited. Compensation or disguised compensation for soliciting shareholders' voting rights is prohibited. The Company shall not impose minimum shareholding restrictions on the solicitation of voting rights other than the statutory conditions.

Directors and Board of Directors

Directors

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

(1) Being a person without capacity for civil conduct or with limited capacity for civil conduct;

(2) Having been sentenced to criminal punishment for embezzlement, bribery, unlawful seizure of property, misappropriation of property or disrupting the socialist market economic order, where less than five years have elapsed since the completion of the sentence; or having been deprived of political rights for a criminal offence, where less than five years have elapsed since the completion of the punishment. If placed on probation, less than two years have elapsed since the expiration of the probation period;

(3) Having served as a director, factory director or manager of a company or enterprise undergoing bankruptcy liquidation and bearing personal liability for its bankruptcy, where less than three years have elapsed since the conclusion of the bankruptcy liquidation;

(4) Having acted as the legal representative of a company or enterprise whose business licence was revoked or which was ordered to close due to illegal acts, and bearing personal liability therefor, where less than three years have elapsed since the date of revocation of the business licence or the order for closure;

(5) Having large outstanding mature personal debts and being listed as a dishonest person subject to enforcement by a people's court;

(6) Being subject to a securities market entry ban imposed by the China Securities Regulatory Commission where the term of the ban has not expired;

(7) Being publicly determined by a stock exchange as unfit to act as a director, senior management personnel or other relevant position of a listed company, where the relevant period has not expired;

(8) Any other circumstances as prescribed by laws, administrative regulations, departmental rules, the Listing Rules of The Stock Exchange of Hong Kong Limited and other securities regulatory rules applicable to the listing place of the Company's shares.

Any election, appointment or engagement of a director in violation of this Article shall be null and void. If a director falls under any of the circumstances specified herein during his/her term of office, the Company shall remove him/her from office and suspend him/her from performing duties.

Board of Directors

The Company shall establish a Board of Directors. The Board shall consist of seven (7) directors, including one Chairman. The Board is composed of six (6) non-employee representative directors and one (1) employee representative director. In any event, at least one-third of the members of the Board shall be independent non-executive directors, and the total number of independent non-executive directors shall not be less than three (3).

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

(1) Convene the shareholders' meeting and report on its work to the meeting;

(2) Implement the resolutions adopted by the shareholders' meeting;

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

(4) Formulate proposals for profit distribution and loss recovery of the Company;

(5) Formulate proposals for increasing or reducing the registered capital, issuing bonds or other securities, and listing of the Company;

(6) Subject to compliance with the securities regulatory rules of the Company's listing place, draw up proposals for major acquisitions, repurchase of the Company's own shares, merger, division, dissolution and change of corporate form of the Company;

(7) Decide on matters including external investments, asset acquisition and disposal, asset mortgage, external guarantees, entrusted wealth management, connected transactions and external donations within the scope of authorization granted by the shareholders' meeting;

(8) Determine the establishment of the Company's internal management departments;

(9) Appoint or dismiss senior management personnel, and decide on their remuneration, rewards and penalties; upon nomination by the General Manager, appoint or dismiss senior management personnel such as the chief financial officer of the Company, and decide on their remuneration, rewards and penalties;

(10) Formulate the basic management systems of the Company;

(11) Formulate proposals for amendments to these Articles of Association;

(12) Manage the Company's information disclosure matters;

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

(14) Listen to work reports from the General Manager and supervise the performance of the General Manager's duties;

(15) Exercise other powers and functions conferred by laws, administrative regulations, departmental rules, the Listing Rules of The Stock Exchange of Hong Kong Limited, other securities regulatory rules of the Company's listing place, these Articles of Association or the shareholders' meeting.

Matters beyond the scope of authorization of the shareholders' meeting shall be submitted to the shareholders' meeting for consideration.

The Board shall convene at least four meetings each year, which shall be convened by the chairman of the Board. The regular meeting of the Board of Directors referred to in this article shall be notified in writing to all Directors fourteen days prior to the convening of the meeting. Upon unanimous consent of all directors of the Company, the aforesaid notice period for convening a meeting of the Board of Directors may be shortened or waived.

Shareholders representing over 1/10 of the voting rights, over 1/3 of the Directors or the Audit Committee may propose to convene an extraordinary meeting of the Board. The chairman of the Board shall convene and preside over the Board meeting within 10 days from the receipt of the proposal.

The quorum of a Board meeting shall be more than half of all Directors. A resolution of the Board shall be passed by more than half of all Directors.

As for the voting on a Board resolution, each Director shall have one vote.

Where a Director has any connected relationship with the enterprise or individuals involved in the matter to be decided at the Board meeting, he/she shall report to the Board in writing timely and shall not exercise his/her voting rights on the resolution, nor shall he/she exercise voting rights on behalf of other Directors, and he/she shall not be counted in the quorum of the meeting. The quorum of such a Board meeting shall be more than half of all the non-connected Directors, and the resolutions made at such Board meeting shall be approved by more than half of all the non-connected Directors. If the number of non-connected Directors present at the Board is less than 3, the matter shall be submitted to the shareholders' meeting for consideration.

Directors shall attend Board meetings in person. If any Director is unable to attend the meeting for any reason, he/she may by a written power of attorney appoint another Director to attend the meeting on his/her behalf. The power of attorney shall include the name of the proxy, the subject, scope of authorization and validity period, which shall be signed or officially sealed by the appointing Director. A Director appointed as the representative of another Director to attend the meeting shall exercise the rights of a Director within the scope of authorization. Where a Director does not attend a Board meeting and does not appoint a proxy to attend the meeting on his/her behalf, he/she shall be deemed to abstain from voting at such meeting.

Audit Committee of the Board

The Board of Directors of the Company shall establish an audit committee, which shall perform the functions and powers of a supervisory committee as stipulated under the Company Law.

The Audit Committee shall consist of no less than three members. All members thereof shall be non-executive directors and shall not hold any other office or position in the Company other than the office of director; a majority of the members shall be independent non-executive directors and shall not have any relationship with the Company which may interfere with their independent and objective judgment; an employee representative member of the board of directors who is a non-executive director may be a member of the audit committee.

Before the Board of Directors adopts resolutions on the following matters, such matters shall be approved by more than half of all members of the Audit Committee:

(1) Appointment or dismissal of the accounting firm undertaking the Company's audit services;

(2) Appointment or dismissal of the chief financial officer;

(3) Disclosure of financial and accounting reports;

(4) Other matters as prescribed by the securities regulatory authority of the State Council or other securities regulatory rules applicable to the listing place of the Company's shares.

Other Special Committees of the Board

The Board of the Company shall establish other special committees such as the Remuneration and Assessment Committee and Nomination Committee, which shall perform their duties in accordance with the Articles of Association and the authorization of the Board. The Remuneration and Assessment Committee shall consist of no fewer than three members, the majority of whom shall be independent non-executive directors. The convener (Chairman) shall be an independent non-executive director. Independent non-executive directors shall constitute the majority of the members of the Nomination Committee. The Committee shall include at least one director of a different gender. The convener (Chairman) shall be either the Chairman of the Board or an independent non-executive director.

Senior Management Personnel

The Company shall have a general manager, who shall be appointed or dismissed by the Board of Directors.

The Company shall have a chief financial officer, who shall be appointed or dismissed by the Board of Directors upon the proposal of the general manager, and a secretary to the Board, who shall be appointed or dismissed by the Board of Directors upon the proposal of the chairman of the Board.

The general manager shall serve terms of three years and may serve consecutive terms if reappointed.

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

(1) Take charge of the Company's production, operation and administration, organise the implementation of resolutions of the Board of Directors and report work to the Board;

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

(3) Draw up proposals for the establishment of the Company's internal management bodies;

(4) Draw up the Company's basic management systems;

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

(6) Submit proposals to the Board of Directors for the appointment or dismissal of the chief financial officer of the Company;

(7) Decide on the appointment or dismissal of managerial personnel other than those whose appointment or dismissal is within the authority of the Board of Directors;

(8) Exercise other powers and functions conferred by these Articles of Association or the Board of Directors.

The general manager shall be present at the Board meeting in a non-voting capacity.

The circumstances disqualifying a person from acting as a director as set out in these Articles of Association shall apply mutatis mutandis to senior management personnel.

Financial Accounting Systems

The Company shall formulate its financial and accounting systems in accordance with laws, administrative regulations and the provisions of relevant state authorities. Where the Listing Rules or the securities regulatory authority of the Company's listing place otherwise stipulate, such provisions shall prevail.

The Company shall prepare its annual financial accounting reports within 4 months from the end date of each fiscal year, and prepare its interim financial accounting reports within 2 months from the end date of the first 6 months of each fiscal year.

The aforesaid financial accounting reports are prepared and issued in accordance with the relevant laws, administrative regulations, departmental rules, the Listing Rules and other securities regulatory rules of the place where the shares of the Company are listed.

The Company shall not establish accounts books other than the statutory account books. The funds of the Company shall not be deposited in any personal account.

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, no further allocation is required.

If the statutory reserve fund of the Company is insufficient to make up for the losses of the preceding year, the profits of the current year shall first be used to make up for the said losses before any statutory reserve fund is withdrawn according to the provision of the preceding paragraph.

Subject to a resolution passed at a shareholders' meeting, after allocation has been made to the Company's statutory reserve fund from its after-tax profits, the Company may set aside funds for the discretionary reserve fund from its after-tax profits.

Except for those not distributed in proportion to the shareholdings as prescribed in the Articles of Association, the remaining after-tax profits, after recovery of losses and allocation to the reserve funds, shall be distributed to shareholders in proportion to their shareholdings.

If the Company distributes profits to shareholders in violation of the Company Law, shareholders shall return to the Company the profits distributed in violation of the provisions; if losses are caused to the Company, the shareholders and the responsible Directors and senior management personnel shall be liable for compensation.

No profit shall be distributed in respect of the shares of the Company which are held by the Company.

The reserve fund of the Company shall be used for making up for the losses, expansion of the operation or increase of registered capital of the Company.

The discretionary reserve fund and the statutory reserve fund shall first be used in making up for the losses of the Company, and for any losses left to be set off, the capital reserve fund may be utilized in accordance with the provisions.

When the statutory reserve fund is converted into an increase in registered capital, the retained portion of the fund shall not be less than 25% of the registered capital of the Company before the capitalization.

Internal Audit

The Company shall implement an internal audit system, which shall clearly specify the leadership structure, duties and powers, staffing, funding guarantee, application of audit results and accountability mechanism for internal audit work.

The internal audit system shall be implemented upon approval by the Board of Directors and disclosed to the public, save as otherwise provided or not mandatorily required by the Listing Rules and the securities regulatory authorities of the Company's listing place.

Appointment of an Accounting Firm

The Company shall engage an accounting firm that complies with the provisions of the Securities Law, the Listing Rules and other securities regulatory rules of the Company's listing place to conduct services including audit of financial statements, verification of net assets and other relevant consulting services. The term of engagement shall be one year, and renewal may be granted. The Company shall engage an accounting firm for financial statement audit and other related services. The engagement or dismissal of the accounting firm shall be determined by the shareholders' meeting. The Board of Directors shall not appoint or dismiss the accounting firm prior to the decision of the shareholders' meeting. Audit fees payable to the accounting firm shall be determined by the shareholders' meeting.

Merger, Division, Capital Increase and Capital Reduction

Merger of the Company may take the form of merger by absorption or merger by new establishment.

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.

Where the consideration for the merger payable by the Company does not exceed 10% of the net assets of the Company, the merger is not subject to the resolution of the shareholders' meeting, unless otherwise provided for in the Articles of Association. Any merger of the Company not subject to the resolution of the shareholders' meeting under the preceding paragraph shall be subject to the resolution of the Board.

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, its assets shall be divided accordingly. In the event of division of the Company, a balance sheet and a schedule of assets shall be prepared. The Company shall notify its creditors within ten days from the date on which the resolution on division is adopted, and publish an announcement on the designated information disclosure media of the Company or the National Enterprise Credit Information Publicity System within thirty days.

Where the Company intends to reduce its registered capital, it shall prepare a balance sheet and a schedule of assets. The Company shall notify its creditors within ten days from the date of adopting the resolution on capital reduction, and publish an announcement on the Company's designated information disclosure media or the National Enterprise Credit Information Publicity System within thirty days. Any creditor shall have the right to require the Company to settle its debts or provide corresponding security within thirty days upon receipt of the notice, or within forty-five days from the date of the announcement if no notice is received.

Save as otherwise provided by laws or these Articles of Association, the shares shall be reduced proportionately in accordance with the shareholding ratio of each shareholder upon any reduction of the Company's registered capital.

Dissolution and Liquidation

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

(1) expiry of the term of business provided in the Articles of Association or other cause of dissolution as specified therein;

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

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

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

(5) the Company has serious difficulties in operation and management, and its continued existence would cause significant losses to the 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 request the people's court to dissolve the Company.

In the event that the Company has the causes of dissolution as prescribed in the preceding paragraph, it is obligated to disclose the causes of dissolution through the National Enterprise Credit Information Publicity System within 10 days.

The liquidation committee shall exercise the following functions and powers during the period of liquidation: (1) to categorize the Company's assets and prepare a balance sheet and an inventory of assets, respectively; (2) to notify the creditors or to publish public announcements; (3) to deal with and liquidate any unfinished businesses of the Company; (4) to pay all outstanding taxes and any tax that arises during the liquidation process; (5) to settle claims and debts; (6) to allocate the remaining assets after repayment by the Company of its debts; (7) to represent the Company in any civil proceedings.

The liquidation committee shall notify the creditors within 10 days since its establishment, publish an announcement on the media in compliance with the conditions prescribed by the CSRC or the National Enterprise Credit Information Publicity System within 60 days, and shall make an announcement on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) in accordance with the securities regulatory rules of the place where the shares of the Company are listed. The creditors shall declare their claims to the liquidation committee within 30 days from the date of receiving the notice, or within 45 days from the date of the announcement for those who have not received the notice.

After clearing the assets of the Company and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit the same at the shareholders' meeting or the people's court for confirmation.

The remaining assets of the Company, after the payment for liquidation expenses, wages, social insurance premiums and statutory compensation of the staff, outstanding taxes and debts of the Company, shall be distributed by the Company to shareholders in proportion to their shareholdings.

During the liquidation period, the Company shall continue to exist but shall not carry out any business activities unrelated to the liquidation. The assets of the Company shall not be distributed to the shareholders until the settlement of debts in accordance with the preceding provisions.

If the liquidation committee, after clearing the assets of the Company and preparing a balance sheet and an inventory of assets, finds that the assets of the Company are insufficient to pay off its debts, it shall immediately file an application to the people's court for bankruptcy liquidation.

After the people's court accepts the bankruptcy application, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by the people's court.

Upon completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report and submit the same at the shareholders' meeting or the people's court for confirmation, and submit the report to the company registration authority to apply for deregistration of the Company.

Amendments to the Articles of Association

Under any of the following circumstances, the Company shall amend the Articles of Association:

(1) Where after the amendment to the Company Law, relevant laws, administrative regulations or the Listing Rules, the provisions of these Articles conflict with the amended laws, administrative regulations or the Listing Rules;

(2) Where changes have occurred to the circumstances of the Company which are inconsistent with the particulars recorded in these Articles;

(3) Where the shareholders' meeting resolves to amend these Articles.

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 particulars of the Company, registration for such changes shall be made in accordance with the laws.

The Board shall amend the Articles of Association in accordance with the resolutions of the shareholders' meeting regarding the amendments to the Articles of Association and the review comments from relevant competent authorities.

Where the amendments to the Articles of Association constitute information that shall be disclosed according to the laws, regulations or the securities regulatory rules of the place where the shares of the Company are listed, the amendments shall be announced as required.