
APPENDIX III

SUMMARY OF THE ARTICLES OF ASSOCIATION

This appendix contains a summary of the principal provisions of the Articles of Association adopted by the Company, which shall take effect on the date of [REDACTED] of the H Share(s) on the Hong Kong Stock Exchange.

SHARES AND REGISTERED CAPITAL

The shares of the Company shall be issued in accordance with the principles of fairness and impartiality, and each share of the same class shall carry equal rights.

Shares of the same class and in the same issue shall be issued on the same conditions and at the same price. Any individual subscribing to the shares shall pay the same price for each share.

Shares issued by the Company are denominated in RMB, with a par value of RMB1 per share.

INCREASE, REDUCTION, AND REPURCHASE OF SHARES

Capital Increase

In light of the needs of its operations and development, and in accordance with the laws, regulations, and the listing rules of the place where the Company’s shares are listed, the Company may increase its capital through the following methods, subject to separate resolutions adopted by the shareholders’ meeting:

- (I) a public offering of shares;
- (II) a private placement of shares;
- (III) allotment of bonus shares to existing shareholders;
- (IV) conversion of reserve funds to share capital;
- (V) other methods prescribed by laws and administrative regulations, or approved by relevant regulatory authorities such as the State Council’s securities regulatory body and the regulatory body of the place where the Company’s shares are listed.

Capital Reduction

The Company may reduce its registered capital. Any reduction of the Company’s registered capital shall be subject to the procedures prescribed in the Company Law, other relevant regulations, as well as the Articles of Association.

Transfer of Shares

The shares issued by the Company before public [REDACTED] shall not be transferred within 1 year from the date on which the Company’s shares are listed on the stock exchange.

Directors and senior management of the Company shall report their shareholding in the Company and changes thereof to the Company, and during their tenure, the shares transferred each year shall not exceed 25% of the total Company shares of same class held by them; the Company shares held by them shall not be transferred within 1 year from the date when the shares of the Company are listed and traded; the aforementioned persons may not transfer the shares of the Company held by them within six months after leaving their positions.

Where shares are pledged during the restricted transfer period prescribed by laws and administrative regulations, the pledgee may not exercise the pledge right during such restricted transfer period.

APPENDIX III

SUMMARY OF THE ARTICLES OF ASSOCIATION

If the relevant regulations of the securities regulatory authority in the place where the Company’s shares are listed contain additional provisions regarding restrictions on the transfer of shares listed overseas, such provisions shall prevail.

If any shareholder, director, or senior executive holding 5% or more of the Company’s shares (excluding a recognized clearing house or its agent as defined by the relevant regulations in force from time to time under Hong Kong law), sells the Company’s shares or other securities of an equity nature held by such person within six months of purchase, or repurchases such shares or securities within six months of such sale, any proceeds derived therefrom shall belong to the Company, and the Company’s Board of Directors shall recover such proceeds. However, this shall not apply where a securities firm holds more than 5% of the shares due to the purchase of shares remaining after underwriting, or the shareholder is a recognized clearing house (or its agent), or other circumstances specified by the CSRC or the supervisory and regulatory rules of the place where the Company’s shares are listed.

The shares or other securities of an equity nature held by directors, senior management, and individual shareholders referred to in the preceding paragraph include shares or other securities of an equity nature held by their spouses, parents, or children, as well as those held through the accounts of others.

If the Company’s Board of Directors fails to comply with the provisions of the first paragraph of this Article, shareholders have the right to require the Board to comply within thirty days. If the Board of Directors fails to comply within the aforementioned period, shareholders have the right to file a lawsuit directly with the People’s Court in their own name for the benefit of the Company.

If the Company’s Board of Directors fails to comply with the provisions of the first paragraph of this Article, the directors responsible shall bear joint liability in accordance with the law.

SHAREHOLDER REGISTER

The Company maintains a shareholder register based on certificates provided by the securities registration and clearing agency. The shareholder register serves as conclusive evidence of a shareholder’s ownership of the Company’s shares. Shareholders enjoy rights and assume obligations in accordance with the class of shares they hold; shareholders holding shares of the same class enjoy equal rights and assume the same obligations.

When the Company convenes a shareholders’ meeting, distributes dividends, undergoes liquidation, or engages in other activities requiring the verification of shareholder identity, the Board of Directors or the convener of the shareholders’ meeting shall determine a record date. Shareholders registered in the register as of the close of trading on the record date shall be entitled to the relevant rights and interests.

RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

Shareholders of the Company shall enjoy the following rights:

- (I) the right to receive dividends and other distribution in proportion to the number of shares held;
- (II) the right to legally apply for, convene, preside over, attend, or appoint a proxy to attend shareholders’ meetings, and exercise the right to speak and the corresponding voting rights;
- (III) the right to supervise, present proposals or raise enquiries in respect of the Company’s business operations;

APPENDIX III**SUMMARY OF THE ARTICLES OF ASSOCIATION**

- (IV) the right to transfer, gift, or pledge the shares held in accordance with laws, administrative regulations, the provisions of the securities regulatory authority and stock exchange in the place where the Company’s shares are listed, and the Articles of Association;
- (V) the right to inspect and copy the Articles of Association, shareholder register, minutes of shareholders’ meetings, resolutions of the Board of Directors, and financial accounting reports; shareholders who meet the prescribed requirements may inspect the Company’s accounting books and accounting vouchers;
- (VI) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining property of the Company in proportion to the number of shares held;
- (VII) shareholders who object to resolutions of the shareholders’ meeting regarding the merger or division of the Company may request the Company to repurchase their shares, provided that the requirements of the procedures for share repurchases established by the Articles of Association, relevant laws and regulations, and the securities regulatory authority and the stock exchange in the place where the Company’s shares are listed are met;
- (VIII) other rights prescribed by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company’s shares are listed, or the Articles of Association.

Shareholders of the Company shall have the following obligations:

- (I) to comply with laws, administrative regulations, and the Articles of Association;
- (II) to pay for their shares based on the number of shares subscribed and the method of subscription;
- (III) except as provided by laws and regulations, not to withdraw their capital contribution;
- (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 person or the limited liability of shareholders to harm the interests of the Company’s creditors;
- (V) other obligations prescribed by laws, administrative regulations, securities regulatory rules of the place where the Company’s shares are listed, and the Articles of Association.

If a shareholder of the Company abuses shareholder rights and causes losses to the Company or other shareholders, he or she shall bear compensation liability in accordance with the laws. If a shareholder of the Company abuses the independent legal person status of the Company and the limited liability of shareholders to evade debts and seriously damages the interests of the Company’s creditors, he or she shall be jointly and severally liable for the Company’s debts.

If a shareholder uses two or more companies under his or her control to commit the acts specified in the preceding paragraph, each of those companies shall bear joint liability for the debts of any one of them.

RESTRICTIONS ON THE RIGHTS OF CONTROLLING SHAREHOLDERS

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

- (I) to exercise shareholders’ rights in accordance with the law; not to abuse their control or exploit related-party relationships to harm the legitimate rights and interests of the Company or other shareholders;

APPENDIX III**SUMMARY OF THE ARTICLES OF ASSOCIATION**

- (II) to strictly fulfill all public statements and commitments made; not to alter or waive such obligations without authorization;
- (III) to strictly fulfill information disclosure obligations in accordance with relevant regulations, actively cooperate with the Company in carrying out information disclosure work, and promptly notify the Company of any material events that have occurred or are expected to occur;
- (IV) not to appropriate the funds of the Company in any manner;
- (V) not to compel, direct, or require the Company or relevant personnel to provide guarantees in violation of laws or regulations;
- (VI) not to use the Company’s undisclosed material information for personal benefits, not to disclose any undisclosed material information related to the Company in any manner, and not to engage in illegal or non-compliant activities such as insider trading, short-term trading, or market manipulation;
- (VII) not to harm the legitimate rights and interests of the Company and other shareholders through any means, including unfair connected transactions, profit distribution, asset restructuring, or external investments;
- (VIII) to ensure the integrity of the Company’s assets, as well as the independence of the Company’s personnel, finances, organizational structure, and operations, and not to affect the Company’s independence in any manner;
- (IX) other provisions set forth in laws, administrative regulations, regulations of the CSRC, the business rules of the stock exchange in the place where the Company’s shares are listed, and the Articles of Association.

Where a controlling shareholder or actual controller of the Company does not serve as a director but actually manages the Company’s affairs, the provisions of the Articles of Association regarding directors’ duties of loyalty and diligence shall apply.

Where a controlling shareholder or actual controller of the Company instructs a director or senior executive to engage in conduct that harms the interests of the Company or its shareholders, such controlling shareholder or actual controller shall bear joint liability with that director or senior executive.

SHAREHOLDERS’ MEETING**General Rules for the Shareholders’ Meeting**

The shareholders’ meeting is the power organ of the Company, composed of all shareholders, and exercises the following functions and powers in accordance with the law:

- (I) to elect and remove directors, and determine matters concerning directors’ compensation;
- (II) to review and approve the reports of the Board of Directors
- (III) to review and approve the Company’s profit distribution plan and loss compensation plan;
- (IV) to resolve on increasing or decreasing the Company’s registered capital;
- (V) to resolve on the Company’s issuance of bonds;
- (VI) to resolve on the Company’s merger, division, dissolution, liquidation (including voluntary liquidation), or change in corporate form;

APPENDIX III

SUMMARY OF THE ARTICLES OF ASSOCIATION

- (VII) to amend the Articles of Association;
- (VIII) to review and approve matters regarding the provision of guarantees by the Company, as well as matters related to the Company’s investment, purchase, and sale of assets, which are required to be reviewed and approved by the shareholders’ meeting pursuant to the Articles of Association;
- (IX) to review matters concerning the Company’s purchase or sale of significant assets (including equity investments) within 1 year, and with the amount of which exceeds 30% of the latest audited total assets of the Company;
- (X) to review and approve changes in the use of raised funds;
- (XI) to review equity incentive plans and employee stock ownership plans;
- (XII) to review any transaction in which the applicable percentage ratio calculated by the Company in accordance with the provisions regarding percentage ratios under Rule 14.07 of the Hong Kong Listing Rules is twenty-five percent (25%) or more (including both one-off transactions and a series of transactions for which the percentage ratios must be calculated on aggregated basis, but excluding any transaction that is exempt from shareholder approval pursuant to the Hong Kong Listing Rules or with the approval of the Hong Kong Stock Exchange) or any connected transaction in which the applicable percentage ratio is five percent (5%) or more (including both one-off transactions and a series of transactions for which the percentage ratios must be calculated on aggregated basis, but excluding any connected transaction that is exempt from disclosure or announcement pursuant to the Hong Kong Listing Rules or with the approval of the Hong Kong Stock Exchange);
- (XIII) to resolve on the appointment or dismissal of the accounting firm which is engaged to audit the Company’s accounts;
- (XIV) to review other matters that should be decided by the shareholders’ meeting as prescribed by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company’s shares are listed, or the Articles of Association.

Shareholders may authorize the Board of Directors to make resolutions regarding the issuance of the Company’s bonds.

Shareholders’ meetings include annual shareholders’ meetings and extraordinary shareholders’ meetings. The annual shareholders’ meeting shall be convened once per fiscal year and must be held within six months after the end of the preceding 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 statutory minimum required by the Company Law, or is less than two-thirds of the number specified in the Articles of Association;
- (II) the losses of the Company that have not been made up reach one-third of the total share capital;
- (III) when a shareholder holding, individually or collectively, more than 10% of the Company’s voting rights submits a written request;
- (IV) when the Board of Directors deems it necessary;

APPENDIX III

SUMMARY OF THE ARTICLES OF ASSOCIATION

- (V) when the Audit Committee of the Board of Directors proposes to convene such a meeting;
- (VI) other circumstances as prescribed by laws, administrative regulations, departmental rules, 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 independent directors have the right to propose to the Board of Directors that an extraordinary shareholders’ meeting shall be convened. Upon receiving a proposal from independent directors to convene an extraordinary shareholders’ meeting, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations, and the Articles of Association, provide a written feedback within 10 days of receipt of such proposal, stating whether it agrees or disagrees with the convening of the extraordinary shareholders’ meeting.

If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of the meeting within five days after the Board resolution is adopted; if the Board of Directors disagrees to convene an extraordinary general meeting, it shall state the reasons and make an announcement.

The Audit Committee of the Board of Directors has the right to propose to the Board of Directors the convening of an extraordinary general meeting and shall submit such proposal to the Board of Directors in writing. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, and the Articles of Association, provide a written feedback within 10 days of receipt of such proposal, stating whether it agrees or disagrees with the convening of the extraordinary shareholders’ meeting.

If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of the meeting within 5 days after the Board resolution is adopted; any changes to the original proposal in the notice shall be subject to the consent of the Audit Committee of the Board of Directors.

If the Board of Directors disagrees to convene an extraordinary general meeting, or fails to provide feedback within 10 days of receiving the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty to convene the general meeting, and the Audit Committee of the Board of Directors may convene and preside over the meeting on its own.

Shareholders holding, individually or collectively, 10% or more of the Company’s shares have the right to request the Board of Directors to convene an extraordinary general meeting and include proposals on the agenda in writing. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, and the Articles of Association, provide a written feedback within 10 days of receiving such request, stating whether it agrees or disagrees to convene the extraordinary general meeting.

If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of the meeting within 5 days after the Board resolution is adopted; 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 an extraordinary general meeting, or fails to provide feedback within 10 days of receiving the request, a shareholder holding 10% or more of the Company’s shares, either individually or collectively, has the right to propose to the Audit Committee of the Board of Directors to convene an extraordinary general meeting and to include proposals on the agenda, and shall submit such request in writing to the Audit Committee of the Board of Directors.

APPENDIX III**SUMMARY OF THE ARTICLES OF ASSOCIATION**

If the Audit Committee of the Board of Directors agrees to convene an extraordinary shareholders’ meeting, it shall issue a notice of the meeting within 5 days of receiving such request; any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

If the Audit Committee of the Board of Directors fails to issue a notice of a shareholders’ meeting within the prescribed time limit, it shall be deemed that the Audit Committee of the Board of Directors has not convened or presided over the shareholders’ meeting; shareholders who, individually or collectively, have held 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.

If the Audit Committee of the Board of Directors or any shareholder decides to convene a shareholders’ meeting on their/his/her own, they/he/she must notify the Board of Directors in writing and, if necessary, file a report with the securities exchange in the place where the Company’s shares are listed.

The Audit Committee or the convening shareholder shall submit relevant supporting documents to the securities exchange in the place where the Company’s shares are listed when issuing the notice of the shareholders’ meeting and the announcement of the shareholders’ meeting resolutions.

Prior to the announcement of the shareholders’ meeting resolutions, the shareholding ratio of the convening shareholder shall not be less than 10%.

Proposals of Shareholders’ Meeting

When the Company convenes a shareholders’ meeting, the Board of Directors, the Audit Committee of the Board of Directors, and any shareholder holding, individually or collectively, 1% or more of the Company’s shares shall be entitled to put forward proposals to the Company.

Shareholders holding, individually or collectively, 1% or more of the Company’s shares may submit interim proposals in writing to the convener no later than 10 days prior to the convening of the shareholders’ meeting. The interim proposals shall specify clear agenda items and concrete matters for resolution. The convener shall issue a supplementary notice of the shareholders’ meeting within two days after receipt of such proposals and submit the interim proposals to the shareholders’ meeting for consideration; provided, however, that this shall not apply if the interim proposals violate the provisions under laws, administrative regulations, or the Articles of Association, or falls outside the scope of the shareholders’ meeting’s authority.

Except as provided in the preceding paragraph, the convener, after issuing the notice of the shareholders’ meeting, shall neither modify the proposals stated in the notice of shareholders’ meetings nor add new proposals.

The 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 should not be voted on or adopted at the shareholders’ meeting.

Notice of Shareholders’ Meeting

The convener shall notify all shareholders by public announcement at least 21 days prior to the convening of annual shareholders’ meeting. For an extraordinary shareholders’ meeting, shareholders shall be notified by public announcement 15 days prior to the convening of meeting.

APPENDIX III

SUMMARY OF THE ARTICLES OF ASSOCIATION

Holding of Shareholders’ Meetings

When a shareholders’ meeting is convened, all shareholders or their proxies registered on the register of members on the equity record date shall have the right to attend such meeting and speak and exercise voting rights at such meeting in accordance with relevant laws, regulations, the listing rules of the stock exchange where the Company’s shares are listed, and the Articles of Association, unless an individual shareholder is required by the Hong Kong Listing Rules or relevant regulations to abstain from voting on specific matters.

Shareholders may attend a shareholders’ meeting in person or appoint a proxy to attend and vote on their behalf.

Individual shareholders attending in person shall present their identity cards or other valid identification documents or proof of identity; those attending on behalf of others shall present their own valid identification documents and a written proxy from the shareholder.

Corporate shareholders shall be represented at the meeting by their legal representative or an agent authorized by the legal representative. If the legal representative attends the meeting, he or she shall present his or her identity card and valid proof of his or her status as legal representative; if an agent attends the meeting, the agent shall present his or her own identification card and a written power of attorney, or a proxy form issued by the legal representative of the corporate shareholder in accordance with the law (except where the shareholder is a recognized clearing house (or its agent) as defined by the relevant regulations from time to time in Hong Kong). If such corporate shareholder has already appointed a proxy to attend any meeting, it shall be deemed to have attended in person.

Resolutions of Shareholders’ Meeting

Resolutions of the shareholders’ meeting are classified as ordinary resolutions and special resolutions.

Ordinary resolution at a shareholders’ meeting shall be adopted by shareholders in attendance (including proxies) holding more than half of the voting rights.

Special resolution at a shareholders’ meeting shall be adopted by shareholders in attendance (including proxies) holding at least two-thirds of the voting rights.

Resolutions regarding an increase or decrease in the Company’s registered capital, resolutions regarding the Company’s merger, division, dissolution, liquidation (including voluntary liquidation), or change of corporate form; amendments to the Articles of Association, the Company’s purchase or sale of material assets (including equity investments) within one year, or the provision of guarantees to others with the amount exceeding 30% of the Company’s most recent audited total assets (excluding guarantees provided by the Company to its wholly-owned subsidiaries), the Company’s equity incentive plans, and matters prescribed by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the securities regulatory rules of the place where the Company’s shares are listed, or the Articles of Association, as well as other matters that the shareholders’ meeting determines by ordinary resolution to have a material impact on the Company and that require approval by special resolution, shall be approved by the shareholders’ meeting by special resolution; all other matters shall be approved by the shareholders’ meeting by ordinary resolution.

If, at any time, the Company’s share capital is divided into different classes of shares, any proposed amendment or abolition of the rights of shareholders of a particular class shall be subject to approval by a special resolution of the affected class of shareholders at a separately convened shareholders’ meeting before such amendment or abolition may be implemented.

APPENDIX III

SUMMARY OF THE ARTICLES OF ASSOCIATION

DIRECTORS AND BOARD OF DIRECTORS

Directors

Employee representatives on the Board of Directors are elected democratically by the Company’s employees through a meeting of employee representatives, a general meeting of employees, or other forms of democratic election. Directors who are not employee representatives are elected or removed by the shareholders’ meeting. Directors are elected at the shareholders’ meeting by using the cumulative voting system. Shareholders who individually or collectively hold 1% or more of the Company’s issued shares may submit a written interim proposal to the Board of Directors to nominate director candidates no later than ten days prior to the convening of the shareholders’ meeting.

The term of office for a director is three years, and they may be re-elected upon the expiration of their term. If there are no other provisions under relevant laws, administrative regulations, departmental rules, the listing rules of the securities exchange where the Company’s shares are listed, or the Articles of Association, a director may be removed by the shareholders’ meeting through an ordinary resolution prior to the expiration of his or her term; however, such removal shall not affect any claim for damages that the director may assert under any contract.

Board of Directors

The Company shall establish the Board of Directors, which shall consist of nine directors, including one employee representative director and one Chairman. The Chairman shall be elected by the Board of Directors by a majority vote of all directors. The Company’s directors shall be classified as executive directors, non-executive directors, and independent non-executive directors, where “non-executive directors” refer to directors who do not hold executive management positions within the Company. Independent non-executive directors shall constitute at least one-third of the total number of directors and shall not be fewer than three. The independent non-executive directors shall include at least one person who is a financial or accounting professional with appropriate accounting or related financial management expertise, or appropriate professional qualifications, as defined in the Hong Kong Listing Rules. The independent non-executive directors shall include at least one person who ordinarily resides in Hong Kong.

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

- (I) to convene shareholders’ meetings and report on its work at the shareholders’ meeting;
- (II) to implement resolutions of the shareholders’ meeting;
- (III) to decide on the Company’s business plans and investment proposals;
- (IV) to formulate the Company’s profit distribution plan and loss compensation plan;
- (V) to formulate plans for increasing or decreasing the Company’s registered capital, issuing bonds or other securities, and listing of shares;
- (VI) to formulate plans for major acquisitions, the repurchase of the Company’s own shares, or mergers, demergers, dissolution, or changes in legal form of the Company;
- (VII) to decide on matters such as the Company’s external investments, acquisitions and disposals of assets, asset pledges, entrusted asset management, connected transactions, and external donations, other than those requiring approval by the shareholders’ meeting;
- (VIII) to decide on the establishment of the Company’s internal management bodies;

APPENDIX III**SUMMARY OF THE ARTICLES OF ASSOCIATION**

- (IX) to decide on the appointment or dismissal of the Company’s senior management, and determine their remuneration and disciplinary matters; based on the nomination of the general manager, appoint or dismiss senior management such as the Company’s deputy general managers and the chief financial officer, and determine their remuneration and disciplinary matters;
- (X) to formulate the Company’s basic management systems;
- (XI) to formulate proposals for amending the Articles of Association;
- (XII) to propose to the shareholders’ meeting the appointment or replacement of the accounting firm serving as the Company’s auditor;
- (XIII) to listen to the work reports of the Company’s the general manager and review the Company’s general manager’s performance;
- (XIV) other duties stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the securities regulatory rules of the place where the Company’s shares are listed, the Articles of Association, or the shareholders’ meeting.

Matters exceeding the scope of authority delegated by the shareholders’ meeting shall be submitted to the shareholders’ meeting for consideration.

The Board of Directors may delegate authority to the general manager. However, such delegated matters shall not violate the relevant provisions of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the securities regulatory rules of the place where the Company’s shares are listed, or the Articles of Association.

If a director has a related relationship with an enterprise involved in a matter under consideration at a Board of Directors meeting, such director shall not exercise voting rights on that resolution nor act as a proxy for another director to exercise voting rights. Such a Board of Directors meeting may be held provided that a majority of the unrelated directors are present, and resolutions adopted at such meeting must be approved by a majority of the unrelated directors. If the number of unrelated directors present at the meeting is less than 3, the matter shall be submitted to the shareholders’ meeting for consideration.

SENIOR MANAGEMENT**General manager**

The Company has one general manager, whose appointment or dismissal shall be decided by the Board of Directors. The Company also has deputy general managers, who shall be nominated by the general manager and appointed or dismissed by the Board of Directors. The general manager, deputy general managers, chief financial officer, and board secretary of the Company are the Company’s senior management.

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

- (I) to be in charge of the Company’s production and operational management, organize the implementation of the resolutions of the Board of Directors, and report his/her work to the Board of Directors;
- (II) to organize and implement the Company’s annual business plans and investment programmes;
- (III) to draft plans for the establishment of the Company’s internal management organization;

APPENDIX III**SUMMARY OF THE ARTICLES OF ASSOCIATION**

- (IV) to draft the Company’s basic management system;
- (V) to formulate the specific rules and regulations of the Company;
- (VI) to submit proposals to the Board of Directors for the appointment or removal of the deputy general manager and the chief financial officer;
- (VII) to decide on the appointment or removal of management personnel other than those required to be appointed or dismissed by the Board of Directors;
- (VIII) to attend Board of Directors meetings;
- (IX) other functions and powers granted by the Articles of Association or the Board of Directors.

Board Secretary

The Company has a board secretary, who shall be responsible for preparing for the Company’s shareholders’ meetings and Board of Directors meetings, maintaining documents, managing shareholder records, and handling information disclosure matters.

The board secretary shall comply with the relevant provisions of laws, administrative regulations, departmental rules, and the Articles of Association.

FINANCIAL ACCOUNTING SYSTEMS

The Company shall establish its financial accounting system in accordance with the relevant provisions of laws, administrative regulations, and relevant national authorities. The Company shall prepare financial accounting reports at the end of each fiscal year, which shall be audited by an accounting firm in accordance with the law.

NOTICES

Notices of the Company shall be issued in the following forms:

- (I) to be delivered by a designated person;
- (II) to be sent by mail;
- (III) to be published as an announcement (including on the website designated by the securities exchange in the place where the Company’s shares are listed and on the Company’s website);
- (IV) to be sent via electronic communication;
- (V) other forms prescribed by laws, administrative regulations, departmental rules, the Articles of Association, or the securities regulatory rules of the place where the Company’s shares are listed.

DISSOLUTION AND LIQUIDATION OF THE COMPANY

The Company shall be dissolved for the following reasons:

- (I) the term of business operation expires as specified by the Articles of Association or other matters leading to dissolution occur as specified by the Articles of Association;
- (II) the shareholders’ meeting resolves to dissolve the Company;
- (III) dissolution is necessary as a result of the merger or division of the Company;

APPENDIX III**SUMMARY OF THE ARTICLES OF ASSOCIATION**

- (IV) the Company’s business license is revoked or it is ordered to close down or it is deregistered according to laws; or
- (V) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least 10% of voting rights of the Company may petition a People’s Court to dissolve the Company.

If the grounds for dissolution specified in the preceding paragraph arise, the Company shall publicize such grounds through the National Enterprise Credit Information Publicity System within 10 days.

If the Company is dissolved pursuant to items (I), (II), (IV), or (V) above, liquidation shall be carried out, with the directors being liquidation obligors who shall establish a liquidation group to conduct the liquidation within 15 days from the date the grounds for dissolution arise.

The liquidation group shall consist of directors, unless the shareholders’ meeting resolves to appoint other persons.

If the liquidation obligors fail to fulfill their liquidation obligations in a timely manner and thereby cause losses to the Company or its creditors, they shall bear liability for compensation.

AMENDMENT TO THE ARTICLES OF ASSOCIATION

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

- (I) after the Company Law or relevant laws, administrative regulations are amended, the matters stipulated in the Articles of Association are in conflict with the provisions of the amended laws, administrative regulations;
- (II) the circumstances of the Company have changed, which are inconsistent with the matters recorded in the Articles of Association; or
- (III) the shareholders’ meeting decides to amend the Articles of Association.