SUMMARY OF ARTICLES OF ASSOCIATION

This Appendix contains a summary of the principal provisions of the Articles of Association adopted on June 25, 2026, which will become effective on the date on which the H Shares are **[REDACTED]** on the Stock Exchange. The main purpose of this Appendix is to provide potential investors with an overview of the Articles of Association and it may not necessarily contain all information that is important to potential **[REDACTED]**.

ISSUANCE OF SHARES

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

INCREASE, REDUCTION AND REPURCHASE OF SHARES

Increase of Shares

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

(i) Issuance of shares to unspecified investors;

(ii) Issuance of shares to specified investors;

(iii) Distribution of bonus shares to existing shareholders;

(iv) Converting the reserve funds into share capital;

(v) Other methods as provided for by laws, administrative regulations, the CSRC, other competent regulatory authorities, and the securities regulatory rules of the place where the Company's shares are listed.

Reduction of Shares

Our Company may decrease our registered share capital and shall comply with the procedures stipulated in the PRC Company Law and other related requirements and the Articles of Association.

Repurchase of Shares

The Company shall not repurchase its own shares, unless otherwise under the circumstances:

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

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

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

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

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

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

The Company may repurchase its own shares through public centralized trading or by other means permitted by applicable laws, regulations, the CSRC, other competent regulatory authorities, and the securities regulatory rules of the stock exchange where the Company's shares are listed.

A resolution shall be passed at the Shareholders' Meeting when the Company is to repurchase its own shares under the circumstances (i) and (ii) set out above. In case of the circumstances stipulated in (iii), (v) and (vi) above, a resolution of the Company's Board shall be passed by more than two-thirds of the Directors attending the Board meeting in accordance with the applicable securities regulatory rules of the place where the Company's shares are listed.

On the premise of complying with the securities regulatory rules of the place where the Company's shares are listed, after the Company has repurchased its own shares in accordance with the circumstances above, the shares repurchased shall be canceled within 10 days from the date of repurchase (under the circumstance set out in (i) above), or shall be transferred or canceled within six months (under the circumstances set out in (ii) and (iv) above). If the Company repurchases its shares under the circumstances set out in (iii), (v) and (vi) above, the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and such shares shall be transferred or canceled within three years.

When the Company repurchases its own shares, it shall perform the obligation of information disclosure in accordance with the regulatory rules of securities of the place where the Company's shares are listed.

TRANSFER OF SHARES

The shares of the Company shall be transferable in accordance with the law. All transfers of H Shares shall be effected by an instrument of transfer in writing in the usual or common form or in any other form acceptable to the Board of Directors (including the standard transfer form or form of transfer prescribed from time to time by the Stock Exchange); and such instrument of transfer may be signed under handwriting only, or, if the transferor or transferee is the Company, executed under its valid seal. If the transferor or transferee is a recognized clearing house or its nominee(s) as defined in the relevant ordinances of Hong Kong as are in force from time to time, the instrument of transfer may be executed under handwriting or by machine-printed signature. All instruments of transfer shall be lodged at the legal address of the Company or at such other place as the Board of Directors may from time to time specify.

Directors and senior management of the Company shall declare to the Company the number of shares held by them in the Company and changes therein, and shall not transfer more than 25% of the total number of the same class of shares in the Company held by them in each year of their term of office as determined at the time of their assumption of office; the shares of the Company held by them shall not be transferred within one year from the listing date of the shares of the Company; and the aforesaid persons are not allowed to transfer their shares in the Company within six months after their departure. Where laws, administrative regulations, or securities regulatory rules of the place where the Company's shares are listed provide otherwise for the transfer of the Company's shares, such provisions must also be complied with.

SHAREHOLDERS AND SHAREHOLDERS' MEETINGS

Shareholders

The rights of our Shareholders are as follows:

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

(ii) To legally require, convene, preside over, participate in or authorize proxies of Shareholders to attend the Shareholder's Meeting and exercise corresponding voting rights;

(iii) To supervise operational activities of our Company, provide suggestions or submit queries;

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

(v) To inspect and copy the Articles of Association, the register of shareholders, Shareholders Meeting minutes, resolutions of meetings of the Board of Directors, financial and accounting reports, and shareholders who satisfy the relevant requirements may, in accordance with applicable regulations, inspect the Company's account books and accounting vouchers;

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

(vii) To require our Company to acquire the shares from Shareholders voting against any resolutions adopted at the Shareholder's Meeting concerning the merger and division of the Company;

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

Any company Shareholder who abuses Shareholders' rights and causes the Company or other Shareholders to suffer a loss shall be liable for making compensation in accordance with the law. Any Shareholder who abuses the status of the Company as an independent legal entity or the limited liability of Shareholders to evade debts and seriously damages the interests of the Company's creditors shall assume joint and several liability for the Company's debts. In the event of any loss caused to our Company as a result of violation of any laws, administrative regulations or Articles of Association by the Directors other than a member of the Audit Committee or senior management when performing their duties in our Company, the Shareholders holding more than 1% shares separately or jointly for over 180 consecutive days may submit a written request to the Audit Committee to file an action with the people's court. Where the Audit Committee violates laws, administrative regulations or the Articles of Association in their duty performance and cause loss to our Company, the aforementioned Shareholders may submit a written request to the Board of Directors to file an action with the people's court.

In the event that the Audit Committee or the Board of Directors refuse to file an action upon receipt of the Shareholders' written request specified in the preceding paragraph, or fail to file an action within 30 days upon receipt thereof, or in the event that the failure to immediately file an action in an emergency case will cause irreparable damage to the interests of our Company, the Shareholder(s) specified in the preceding paragraph may, in their own name, directly file an action to the court for the interest of our Company.

In the event of any other person infringes upon the legitimate rights and interests of our Company and causes losses thereto, the shareholder(s) specified in this Articles of Association may file an action with the court pursuant to the provisions of the preceding two paragraphs. In the event of a director or senior management person violates laws, administrative regulations or our Company's Articles of Association, thereby damaging the interests of the Shareholder(s), the Shareholder(s) may file an action with the court.

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

The obligations of Shareholders are as follows:

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

(ii) To provide Share capital according to the Shares subscribed for and Share participation methods;

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

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

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

Controlling Shareholders and Actual Controllers

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

(i) to exercise their rights as shareholders in accordance with the law and not abuse their control or use their affiliation to prejudice the legitimate interests of the Company or other shareholders;

(ii) to strictly fulfill the public statements and undertakings made, without unilateral alteration or waiver;

(iii) to fulfill information disclosure obligations in strict accordance with the relevant regulations, to proactively cooperate with the Company in information disclosure and to inform the Company in a timely manner of material events that have occurred or are proposed to occur;

(iv) not to appropriate the Company's funds in any way;

(v) not to order, instruct or request the Company and relevant personnel to provide guarantees in violation of laws and regulations;

(vi) not to make use of the Company's undisclosed material information for personal gain, not to disclose in any way undisclosed material information relating to the Company, and not to engage in insider trading, short-swing trading, market manipulation and other illegal and unlawful acts;

(vii) not to prejudice the legitimate rights and interests of the Company and other shareholders through unfair related party transactions, profit distribution, asset restructuring, foreign investment or any other means;

(viii) to ensure the integrity of the Company's assets, and the independence of personnel, finance, organization and business, and not to affect the independence of the Company in any way;

(ix) other provisions of laws, administrative regulations, the CSRC, the business rules of the stock exchange and the Articles of Association.

General Provisions for Shareholders' Meetings

The Shareholders' Meeting of the Company shall consist of all shareholders. The Shareholders' Meeting shall be the organ of supreme authority 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 decide on the matters relating to the remuneration of directors;

(ii) to consider and approve the reports of the Board;

(iii) to consider and approve the Company's profit distribution plans and loss recovery plans;

(iv) to resolve the increase or reduction of the registered capital of the Company;

(v) to resolve the issuance of bonds of the Company;

(vi) to resolve the merger, division, dissolution, liquidation or change of corporate form of the Company;

(vii) to amend the Articles of Association;

(viii) to resolve the appointment and dismissal of the accounting firm that undertakes the auditing activities of the Company, and make decisions regarding compensation matters for the accounting firm;

(ix) to consider and approve the guarantee matters stipulated in the Articles of Association;

(x) to consider and approve the transactions in respect of the Company's purchase or sale of assets where the total asset value involved for one year exceeds 30% of the Company's latest audited total assets;

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

(xii) to consider equity incentives schemes and employee stock ownership plans;

(xiii) to consider other matters required by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association to be decided by the Shareholders' Meeting.

The Shareholders' Meeting may authorize the Board to make a resolution on the issuance of bonds of the Company.

The Shareholders' Meetings are classified into annual Shareholders' Meetings and extraordinary Shareholders' Meetings. The annual shareholders' Meeting shall be convened once a year and be held within six months from the end of the previous fiscal year.

In any of the following circumstances, the Company shall convene an extraordinary Shareholders' Meeting within two months from the date on which such circumstance arises:

(i) when the number of Directors falls short of the statutory number specified in the Company Law or is less than two-thirds of the number specified in the Articles of Association;

(ii) when the unrecovered losses of the Company amount to one-third of the total paid-in share capital;

(iii) when shareholders holding individually or jointly 10% or more of the shares of the Company request the convening such a meeting;

(iv) when the Board deems it necessary;

(v) when the Audit Committee proposes the convening of such a meeting;

(vi) other circumstances as stipulated 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

Shareholders who individually or collectively hold more than 10% of the shares of the Company shall have the right to request the Board of Directors to convene an extraordinary Shareholders' Meeting, and shall submit such request in writing to the Board of Directors. The Board of Directors shall in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback on whether or not to convene the extraordinary Shareholders' Meeting within 10 days after receiving the request.

Where the Board of Directors agrees to convene an extraordinary Shareholders' Meetings, it shall issue a notice of convening the Shareholders' Meeting within 5 days after the resolution of the Board of Directors is made, and changes to the original request in the notice shall be subject to the consent of the relevant shareholders. Where the Board of Directors does not agree to convene an extraordinary Shareholders' Meetings, or fails to give feedback within 10 days after receiving the request, shareholders who individually or collectively hold more than 10% of the Company's shares have the right to propose to the Audit Committee to hold an extraordinary Shareholders' Meetings, and shall make a written request to the Audit Committee.

Where the Audit Committee agrees to convene an extraordinary Shareholders' Meetings, it shall issue a notice of convening the Shareholders' Meeting within 5 days of receiving the request, and any changes to the original request in the notice shall be subject to the consent of the relevant shareholders. Where the Audit Committee fails to issue a notice of the Shareholders' Meeting within the prescribed time limit, it shall be deemed that the Audit Committee has not convened and presided over the Shareholders' Meeting, and shareholders who individually or collectively hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over it on their own.

Where the Audit Committee or shareholders decide to convene a Shareholders' Meeting by themselves, they shall notify the Board of Directors in writing and file with Shenzhen Stock Exchange at the same time. Prior to the announcement of the resolution of the Shareholders' Meeting, the shareholding ratio of the convening shareholders shall not be less than 10%. The Audit Committee or the convening shareholders shall submit relevant supporting materials to Shenzhen Stock Exchange when issuing the notice of the Shareholders' Meeting and the announcement of the resolutions of the Shareholders' Meeting.

The expenses necessary for the Shareholders' Meeting convened by the Audit Committee or the Shareholders themselves shall be borne by the Company.

Notice and Proposals of Shareholders' Meeting

The Board of Directors, the Audit Committee and Shareholders who individually or jointly hold more than 1% of the shares of the Company shall have the right to put forward proposals to the Company. Shareholders who individually or collectively hold more than 1% of the shares of the Company may submit an interim proposal in writing to the convener 10 days prior to the convening of the Shareholders' Meeting. The convener shall issue a supplementary notice of the Shareholders' Meeting within 2 days after receiving the proposal, announce the contents of the interim proposal, and submit such interim proposal to the Shareholders' Meeting for consideration, except where such interim proposal is in violation of provisions under laws, administrative regulations or the Articles of Association, or is out of the scope of authorization of the Shareholders' Meeting.

The notice of a Shareholders' Meeting includes the following:

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

(ii) The matters and proposals to be discussed at the meeting;

(iii) In plain language: all Shareholders have the right to attend the Shareholders' Meeting of shareholders, and may entrust a proxy in writing to attend the meeting and vote. Such a proxy does not need to be a shareholder of the Company;

(iv) The shareholding registration date of the Shareholders entitled to attend the Shareholders' Meeting;

(v) Name and telephone number of the permanent contact person for conference affairs;

(vi) The time and procedure for voting online or through other means.

(vii) other subject as stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

The notice of the Shareholders' Meeting and the supplementary notice shall fully and completely disclose all the specific contents of all proposals and other information necessary to assist shareholders in making a reasonable judgment on the matters to be discussed.

The time of voting for Shareholders' Meeting held online or by other means shall not be commenced before 3:00 p.m. on the day prior to the day of the on-site Shareholders' Meeting, and later than 9:30 a.m. on the day of the onsite Shareholders' Meeting. Voting shall not be ended earlier than 3:00 p.m. on the day of the on-site Shareholders' Meeting.

The interval between the equity registration date and the meeting date shall be no more than 7 working days. Once the equity registration date is confirmed, it cannot be changed.

Convening of the Shareholders' Meeting

A shareholder may attend and vote at the Shareholders' Meeting in person or by proxy.

Individual shareholders attending the meeting in person shall present their personal identity cards or other valid certificates or documents. Proxies attending the meeting shall present their personal identity cards and the proxy statements from the shareholder.

Corporate shareholders shall be represented by its legal representative or proxies authorized by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove its identity as the legal representative. Proxies authorized to attend the meeting shall present their personal identity cards or the written proxy statement legally issued by the legal representative of the legal person shareholder, except for shareholders who are a recognized clearing house as defined in the relevant ordinances in force from time to time under the laws of Hong Kong or the securities regulatory rules of the place where the shares of the Company are listed (hereinafter referred to as the "Recognized Clearing House").

If the shareholder is a Recognized Clearing House (or their proxies), the shareholder may authorize one or more persons as it deems appropriate to act as its representative at any Shareholders' Meeting or creditors' meeting; however, if more than one person is authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized, and shall be signed by an authorized officer of the Recognized Clearing House. A person so authorized may exercise power on behalf of the Recognized Clearing House (or their proxies) and shall be entitled to the same statutory rights as other Shareholders, including the right to speak and vote, as if such person were an individual shareholder of the Company (without presenting a shareholding certificate, notarized authorization and/or further evidence confirming its duly authorization).

Voting at the Shareholders' Meeting

The resolutions of the Shareholders' Meeting 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. A special resolution at a Shareholders' Meeting shall be passed by at least two-thirds of the voting rights held by the shareholders present at the Shareholders' Meeting.

Shareholders 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.

The following matters shall be approved by the Shareholders' Meeting through ordinary resolutions:

(i) Work report of the Board of Directors;

(ii) Plans of earnings distribution and loss make-up schemes drafted by the Board;

(iii) Appointment or dismissal of the members of the Board of Directors, and their payment and payment methods;

(iv) Other matters other than those approved by special resolution stipulated in the laws, administrative regulations, 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 resolution at the Shareholders' Meeting:

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

(ii) The division, split-off, merger, dissolution and liquidation of the Company;

(iii) Any amendment to the Articles of Association;

(iv) Purchase or sale of significant assets or guarantee amount within a year which exceeds 30% of the Company's audited total assets for the latest period;

(v) Share option incentive plan;

(vi) Other matters as required by the laws, administrative regulations, other securities regulatory rules of the place where the Company's Shares are listed and the Articles of Association, and matters approved by ordinary resolution of the Shareholders' Meeting which are believed could materially affect our Company and need to be approved by special resolution.

Where material issues affecting the interests of small and medium investors are considered at the Shareholders' Meeting, the votes of small and medium investors shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner. The shares 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 a shareholder purchases shares with voting rights of the Company in violation of the provisions of the PRC 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 Board of Directors, independent Directors and shareholders holding more than 1% of the shares with voting rights or investor protection agencies established in accordance with the laws, administrative regulations or the requirements of CSRC may publicly solicit Shareholders' voting rights. The solicitation of Shareholders' voting rights shall fully disclose the specific voting intention and other information to the solicited persons. It is prohibited to solicit Shareholders' voting rights by means of payment or disguised payment. The Company shall not impose minimum shareholding restrictions on the solicitation of voting rights.

BOARD OF DIRECTORS

Directors

Directors of the Company shall be natural persons. No person shall serve as a Director of the Company under any of the following circumstances:

(i) The person has no or limited capacity for civil conduct;

(ii) The person has been sentenced for a criminal offense such as corruption, bribery, misappropriation of property, or disrupting the order of the socialist market economy, or has been deprived of political rights, and less than five years have elapsed since the completion of the sentence; or in the case of a suspended sentence, less than two years have elapsed since the expiry of the probationary period;

(iii) The person was a director, factory director, or general manager of a company or enterprise that underwent bankruptcy liquidation and was held personally responsible for such bankruptcy, and less than three years have elapsed since the completion of the liquidation;

(iv) The person was the legal representative of a company or enterprise whose business license was revoked or was ordered to close down due to violation of the law, and was held personally responsible, and less than three years have elapsed since the date of such revocation or closure;

(v) The person has been listed by a People's Court as a dishonest judgment debtor for failing to pay a significant amount of overdue personal debt;

(vi) The person has been banned from the securities market by the CSRC or the Hong Kong Stock Exchange, and the prohibition period has not expired;

(vii) The person has been publicly identified by a stock exchange as unfit to serve as a director or senior management personnel of a listed company, and the restriction period has not expired;

(viii) Other circumstances stipulated by laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed. If a director is elected or appointed in violation of the above provisions, such election, appointment, or engagement shall be null and void. If a director falls under any of the circumstances described above during their term of office, the Company shall remove them from their position and terminate their duties.

Directors who are not employee representatives shall be elected or replaced by the shareholders' meeting and may be removed by the Shareholders' Meeting before the expiration of their term.

Directors shall abide by laws, administrative regulations, other normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association, and shall perform their duties with integrity and diligence in the best interests of the Company and all shareholders, and shall safeguard the Company's interests. Directors owe the following duties of loyalty to the Company:

(i) to exercise the powers conferred by the Company with caution, seriousness and diligence, so as to ensure that the Company's business conduct complies with the requirements of national laws, administrative regulations, various national economic policies and the securities regulatory rules of the place where the Company's shares are listed, and that its business activities do not exceed the business scope stipulated in its business license;

(ii) to treat all shareholders fairly;

(iii) to keep abreast of the Company's business operation and management conditions;

(iv) to sign written confirmatory opinions on the Company's periodic reports and ensure that the information disclosed by the Company is true, accurate and complete;

(v) to truthfully provide relevant information and materials to the Audit Committee and shall not impede the exercise of the powers of the Audit Committee;

(vi) other duties of diligence as stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, the relevant requirements of the stock exchange in the place where the Company's shares are listed, and the Articles of Association.

A director may resign before the expiration of his term of office. A director's resignation shall be submitted to the Board of Directors in writing. The Board of Directors shall disclose the relevant circumstances within two business days or within the time limit required by the securities regulatory rules of the place where the Company's shares are listed.

If the resignation of a director results in the number of members of the Board of Directors falling below the statutory minimum, or causes the composition of the Board of Directors or its special committees to fail to comply with securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, the outgoing director shall continue to perform his duties until a successor is elected and takes office.

Where the resignation of an independent director would result in the proportion of independent directors on the Board of Directors or its special committees failing to comply with the provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, or where there would be a lack of accounting professionals among the independent directors, the independent director intending to resign shall continue to perform duties until the new independent director takes office.

Where a director tenders resignation, the Company shall complete the by-election within sixty days from the date of such resignation, so as to ensure that the composition of the Board of Directors and its special committees complies with laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Where a director, in the performance of duties on behalf of the Company, causes damage to any third party, the Company shall bear compensation liability; if the director has acted with intentional misconduct or gross negligence, the director shall also bear compensation liability.

Where a director, in the performance of duties on behalf of the Company, violates the provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, thereby causing losses to the Company, the director shall bear compensation liability.

Board of Directors

The Board of Directors shall consist of 9 directors, with one (1) Chairman and one (1) Vice Chairman. Among them, there shall be 3 independent directors.

The Board of Directors shall establish an Audit Committee and may establish a Strategy and Sustainable Development Committee, a Nomination Committee, and a Remuneration and Appraisal Committee as needed.

The Board of Directors shall exercise the following powers:

(i) To convene Shareholders' Meetings and to report on its work to the Shareholders' Meetings;

(ii) To implement the resolutions of the Shareholders' Meetings;

(iii) To decide on the Company's business plans and investment plans;

(iv) To formulate the Company's profit distribution plans and plans for making up losses;

(v) To formulate plans for increasing or decreasing the Company's registered capital, and for the issuance of corporate bonds or other securities and their listing;

(vi) To draw up plans for major acquisitions, the repurchase of the Company's shares, or for the merger, division, dissolution, and change of corporate form of the Company;

(vii) Within the scope of authority granted by the Shareholders' Meeting, to decide on matters such as the Company's external investments, acquisition or disposal of assets, asset mortgages, external guarantees, entrusted wealth management, related (connected) party transactions, and external donations;

(viii) To decide on the establishment of the Company's internal management structure;

(ix) To appoint or dismiss the Company's General Manager, Secretary to the Board of Directors, and other senior management personnel, and to decide on their remuneration, rewards, and penalties; upon the nomination of the General Manager, to decide on the appointment or dismissal of senior management personnel such as Deputy General Managers and the Chief Financial Officer, and to decide on their remuneration, rewards, and penalties;

(x) To manage the Company's information disclosure matters;

(xi) To formulate the Company's basic management systems;

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

(xiii) To propose to the Shareholders' Meeting the appointment or replacement of the accounting firm that audits the Company;

(xiv) To hear the work reports of the Company's General Manager and to inspect the work of the General Manager;

(xv) Other powers conferred by laws, administrative regulations, departmental 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 granted by the Shareholders' Meeting shall be submitted to the Shareholders' Meeting for deliberation.

The Board of Directors shall determine its authority over matters such as external investments, acquisition or disposal of assets, asset mortgages, external guarantees, entrusted wealth management, related (connected) party transactions, financing, and external donations, and shall establish strict review and decision-making procedures. Major investment projects shall be reviewed by relevant experts and professionals and submitted to the Shareholders' Meeting for approval.

The Chairman shall be elected by the Board of Directors with the approval of more than half of all directors.

The Chairman shall exercise the following powers:

(i) To preside over Shareholders' Meetings and to convene and preside over meetings of the Board of Directors;

(ii) To supervise and inspect the implementation of resolutions of the Board of Directors;

(iii) Other powers granted by the Board of Directors.

The Vice Chairman shall assist the Chairman of the board of directors in work. If the Chairman is unable or fails to perform his duties, a director jointly elected by more than half of the directors shall perform such duties.

The Board of Directors shall hold at least four regular meetings each year, which shall be convened by the Chairman. A written notice shall be sent to all directors 14 days prior to the meeting.

Shareholders representing 10% or more of the voting rights, one-third or more of the directors, a majority of the independent directors, or the Audit Committee may propose to convene an extraordinary meeting of the Board of Directors. The Chairman shall convene and preside over the Board meeting within 10 days of receiving such a proposal.

For an extraordinary meeting of the Board of Directors, a written notice shall be sent to all directors three (3) days prior to the meeting. In case of an emergency requiring an extraordinary board meeting to be convened as soon as possible, notice may be given at any time by telephone or other verbal means.

A meeting of the Board of Directors shall be held only if more than half of the directors are present. Resolutions of the Board of Directors must be passed by a majority of all directors.

Independent Directors

Independent Directors shall earnestly perform their duties in accordance with laws, administrative regulations, requirements of the CSRC, rules of the stock exchange in the place where the Company's shares are listed and the Articles of Association, and participate in decision making, supervising and balancing, and professional consulting in the Board, to safeguard the interests of the Company as a whole and to protect the legitimate rights and interests of minority shareholders.

The Independent Directors shall exercise the following special powers:

(i) to independently engage intermediary institutions to conduct audits, consultations or verification of specific matters of the Company;

(ii) to propose to the Board of Directors the convening of an extraordinary Shareholders' Meeting;

(iii) to propose the convening of a meeting of the Board of Directors;

(iv) to publicly solicit shareholders' rights from shareholders in accordance with the law;

(v) to express independent opinions on matters that may harm the interests of the Company or minority shareholders;

(vi) other powers as stipulated by laws, administrative regulations, the CSRC, the regulatory rules of the stock exchange in the place where the Company's shares are listed, and the Articles of Association.

Where Independent Directors exercise the powers set out in items (i) through (iii) of the preceding paragraph, such exercise shall be approved by more than half of all independent directors.

Where Independent Directors exercise the powers set out in the first paragraph, the Company shall make timely disclosure. If the above powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.

The Company shall establish a special meeting mechanism consisting of all the independent Directors. Prior approval by the special meeting of independent Directors is required for the consideration of related party transactions and other matters by the Board.

Special Committees of the Board

The Board of Directors establishes four special committees, the Audit Committee, the Remuneration and Appraisal Committee, the Nomination Committee and the Strategy Committee, which shall perform their duties in accordance with the Articles of Association and the authorization granted by the Board of Directors. Proposals of the special committees shall be submitted to the Board of Directors for deliberation and decision. The working procedures of the special committees shall be formulated by the Board of Directors.

All members of the special committees shall be directors, and the number of members of each committee shall be an odd number and not less than three. The Audit Committee shall be composed entirely of non-executive directors, with independent directors constituting the majority and at least one of them being a professional with accounting or related financial management expertise, and such independent director shall serve as the convener. Independent directors shall constitute the majority of the Remuneration and Appraisal Committee and the Nomination Committee. The Audit Committee, the Remuneration and Appraisal Committee and the Nomination Committee shall each have an independent director as the convener. The Strategy Committee shall have one convener, who shall be the Chairman of the Company.

The Audit Management Committee is responsible for reviewing the Company's financial information and its disclosure, and supervising and evaluating the internal and external auditing work and internal control of the Company. The following matters shall be submitted to the Board for deliberation with the approval of more than half of all members of the Audit Committee:

(i) disclosure of financial information in financial statements and periodic reports, as well as internal control evaluation reports;

(ii) appointment or dismissal of the accounting firm that undertakes the audit engagements of the Company; to approve the remuneration and terms of engagement of the accounting firm, and to handle any issues relating to the resignation or dismissal of such accounting firm;

(iii) appointment or dismissal of the chief financial officer of the Company;

(iv) changes in accounting policies or accounting estimates or corrections of material accounting errors for reasons other than changes in accounting standards;

(v) other matters prescribed by laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

SENIOR MANAGEMENT PERSONNEL

The Company shall have one General Manager, who shall be appointed or dismissed by the Board of Directors. The Company shall have several Deputy General Managers, who shall be appointed or dismissed by the Board of Directors.

The General Manager shall be responsible to the Board of Directors and shall exercise the following powers:

(i) To preside over the production, operation, and management of the Company, organize the implementation of resolutions of the Board of Directors, and report on work to the Board of Directors;

(ii) To organize the implementation of the Company's annual business plans and investment plans;

(iii) To draw up plans for the establishment of the Company's internal management structure;

(iv) To draw up the Company's basic management systems;

(v) To formulate the Company's specific rules and regulations;

(vi) To propose to the Board of Directors the appointment or dismissal of the Company's Deputy General Managers and Chief Financial Officer;

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

(viii) Other powers conferred by the Articles of Association or the Board of Directors.

The General Manager shall attend meetings of the Board of Directors. A General Manager who is not a director shall not have voting rights at Board meetings.

FINANCIAL AND ACCOUNTING SYSTEM

The Company shall establish its financial and accounting system in accordance with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the provisions stipulated by the relevant authorities of the PRC.

The Company shall submit and disclose its annual reports to the relevant branch office of the CSRC and the stock exchange in the place where the Company's shares are listed within four months from the end of each fiscal year, and its interim reports to the relevant branch office of the CSRC and the stock exchange in the place where the Company's shares are listed within two months from the end of the first half of each fiscal year.

The financial and accounting reports shall be prepared in accordance with relevant laws, administrative regulations, departmental rules and requirements of the CSRC and the stock exchange in the place where the Company's shares are listed.

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

The Company is required to withdraw 10% of its profits into its statutory reserve fund when distributing each year's after-tax profits. When the cumulated amount of the statutory reserve fund of the Company has reached 50% or more of its registered capital, no further withdrawal is required.

Where the statutory reserve fund of the Company is insufficient to make up the losses of the Company for the preceding year, profits of the current year shall be applied to make up the losses before any allocation to the statutory reserve fund in accordance with the provisions in the preceding paragraph. Subject to a resolution of the Shareholders' Meeting, after withdrawal 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.

After making up of losses and appropriation to reserve funds, balance of the profit after tax shall be distributed to shareholders in proportion to their shareholdings, unless otherwise stipulated in the Articles of Association.

If the Shareholders' Meeting violates the Company Law for profit distribution to Shareholders, the profits distributed in violation of the provisions shall be returned by such Shareholders to the Company. Where losses are incurred by the Company, such Shareholders and the responsible Directors and senior management 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 Company shall appoint one or more collection agents for H shareholders in Hong Kong. The collection agents shall collect on behalf of the relevant H shareholders the dividends distributed and other funds payable by the Company in respect of the H shares, and hold such monies in their custody pending payment to the H shareholders concerned. The collection agents appointed by the Company shall meet the requirements of the laws, regulations and the securities regulatory rules of the place where the Company's shares are listed.

Reserve funds of the Company are used for recovering losses of the Company and expanding scale of operation of the Company or conversion into its capital. The reserve fund to make up for the Company's losses should first use the arbitrary reserve fund and the statutory reserve fund; if it still cannot be made up, the capital reserve may be used in accordance with the regulations. When the statutory reserve funds are converted into registered capital, the remaining balance of such reserve fund must not be less than 25% of its registered capital before such conversion.

The profit distribution of the Company attaches importance to the reporting of investment and reasonable investment and takes into account the sustainable development of the Company.

After the Shareholders' Meeting of our Company make a resolution on profit distribution plan, the distribution of dividends (or shares) shall be completed within 2 months.

The Company has implemented an internal audit system. The internal audit department of the Company shall supervise and inspect the Company's business activities, risk management, internal control, financial information and other matters. The internal audit department, which is staffed with full-time auditors, shall maintain its independence, and shall not be placed under the leadership of the finance department or co-located with the finance department. The internal audit department shall be accountable to the Board of Directors.

The Company shall appoint such accounting firm which has complied with the PRC Securities Law and securities regulatory rules of the place where the Company's shares are list for carrying out the audit for the accounting statements, net asset verification and other relevant consultancy services. The term of appointment is one (1) year and can be re-appointed.

The appointment of accounting firm by the Company shall be subject to the approval of the Shareholders' Meetings. The Board of Directors may not appoint accounting firm before the approval of the Shareholders' Meeting.

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

The audit fees of an accounting firm shall be determined at the Shareholders' Meeting. If the Company removes or no longer re-appoints the accounting firm, it shall notify such accounting firm thirty days in advance. When shareholders vote for the removal of such accounting firm, such accounting firm shall be entitled to state its opinions at the Shareholders' Meeting.

DISSOLUTION AND LIQUIDATION OF THE COMPANY

The Company shall be dissolved for the following reasons:

(i) Expiry of term of business stipulated in the Articles of Association or occurrence of any other trigger for dissolution stipulated in the Articles of Association;

(ii) The Shareholders' Meeting adopts a resolution to dissolve our Company;

(iii) Our Company needs to be dissolved for the purpose of merger or division; The business license is revoked, or our Company is ordered to close or be eliminated according to applicable law;

(iv) Where our Company encounters significant difficulties in business and management, continuous survival may be significantly detrimental to the interests of the shareholders, and the difficulties may not be overcome through other means, shareholders who hold more than 10% of all voting rights of the Company's shareholders may request the People's Court to dissolve the Company.

Where our Company is dissolved due to the provisions set forth in i, ii, iv, v above, the liquidation team shall be established within 15 days from the date of the event leading to liquidation to commence dissolution. The personnel of the liquidation team shall consist of the persons determined by the Directors or the Shareholders' Meeting.

Creditors who declare claims shall state relevant issues related to the claims and provide proofs. The liquidation team shall carry out registration of the claims.

During the period for declaration of claims, the liquidation group shall not make any repayment to the creditors. During the liquidation, our Company shall continue to exist, but shall not carry out business activities irrelevant to the liquidation. The property of our Company shall not be distributed to any shareholder before full payments have been made out of the property according to the aforesaid provision.

In the event the liquidation team finds that, after taking stock of our Company's property and preparing the balance sheet and list of property, that the assets are insufficient to pay the debts, it shall apply to the people's court to declare bankruptcy to the law.

After our Company is declared bankrupt pursuant to laws, according to the law of insolvency of company implement insolvency and liquidation.

AMENDMENT TO THE ARTICLES OF ASSOCIATION

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

(i) Following the revision of the Company Law or relevant laws, administrative regulations, administrative regulation or securities regulatory rules of the place where the Company's shares are listed, the matters stipulated in the Articles of Association contradict the provisions of the revised laws, administrative regulations or securities regulatory rules of the place where the Company's shares are listed;

(ii) There is any change to the Company's particulars which result in inconsistency with the matters set out in the Articles of Association;

(iii) A Shareholders' Meeting has decided on making amendments to the Articles of Association. If the amendment to the Articles of Association adopted by resolution of the Shareholders' Meeting is subject to the approval of the competent authority, it shall be reported to the competent authority for approval;

if it involves matters of company registration, the registration of the changes shall be made with the company registration authority in accordance with the law.