This appendix contains a summary of the main provisions of the Articles of Association (the "**Articles**"), which will take effect from the date of **[REDACTED]** of **[REDACTED]** on the Hong Kong Stock Exchange. The main purpose of this appendix is to provide potential investors with an overview of the Articles, so it may not contain all the information that is important to prospective **[REDACTED]**.

SHARES AND REGISTERED CAPITAL

The shares of the Company shall be in registered form.

The principles of fairness and impartiality shall be applied in the issuance of shares of the Company, and each share of the same class has equal rights.

For shares of the same class issued in the same offering, the issuance conditions and issue price per share shall be identical, and such shares shall be subscribed for by subscribers at the same price.

Capital Increase

The Company may, based on its operational and development needs and in accordance with the provisions of laws and regulations, increase its capital by a resolution of the general meeting by the following means: (1) issuing shares to non-specific targets; (2) issuing shares to specific targets; (3) distributing bonus shares to existing shareholders; (4) by converting capital reserves into share capital; (5) other means approved under the laws and administrative regulations, the listing rules of the stock exchange where the Company's shares are **[REDACTED]**, and the CSRC and other securities regulatory authorities.

Reduction

Where the Company proposes to reduce its registered capital, it shall prepare a balance sheet and an inventory of assets.

The Company shall notify its creditors within 10 days from the date of the resolution on reduction of registered capital being made at the shareholders' general meeting and shall make a public announcement in newspaper recognized by the stock exchange on which the Company's shares are **[REDACTED]** or on the National Enterprise Credit Information Publicity System within 30 days from the date of the resolution on such reduction. A creditor shall be entitled, within 30 days from receipt of the notice or, in the case of a creditor who has not received such notice, within 45 days from the date of the announcement, to require the Company to repay its debts or to provide a corresponding guarantee.

Where the Company reduces its registered capital, it shall reduce the amount of contribution or the number of shares in proportion to the shares held by shareholders, except as otherwise provided for by law or the Articles of Association.

Share Buy-backs

The Company shall not purchase its own shares, except in any of the following circumstances: (1) to reduce the registered capital of the Company; (2) to merge with another company that holds shares in the Company; (3) for employee shareholding schemes or equity incentive plans; (4) where shareholders who object to resolutions adopted at the general meeting in relation to a merger or division of the Company request the Company to repurchase their shares; (5) for the conversion of convertible corporate bonds issued by the Company into shares; (6) where it is necessary for a company to safeguard the value of the Company and the interests of its shareholders; (7) other methods approved under the laws and administrative regulations, departmental rules and regulatory documents, the listing rules of the stock exchange on which the Company's shares are **[REDACTED]**, and the CSRC and other securities regulatory authorities.

When the Company repurchases its own shares under circumstances specified in items (1) and (2) above, such repurchase shall be subject to a resolution of the shareholders' meeting; When the Company repurchases its own shares under items (3), (5) and (6), subject to the listing rules of the stock exchange on which the Company's shares are **[REDACTED]**, such repurchase may, in accordance with the provisions of the Articles or the authorization of the general meeting, be resolved by a meeting of the Board of Directors attended by more than two-thirds of the directors.

Subject to the listing rules of the stock exchange on which the Company's shares are **[REDACTED]**, after the Company repurchases its own shares in accordance with paragraph 1 of this Article, the Company shall deal with such shares as follows: where the repurchase falls under item (1), the shares shall be canceled within ten days from the date of acquisition; where the repurchase falls under items (2) and (4), the shares shall be transferred or canceled within six months; where the repurchase falls under items (3), (5) and (6), the aggregate number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and such shares shall be transferred or canceled within three years.

Transfer of Shares

The Company's shares may be transferred in accordance with the law. All transfers of H Shares shall be registered with the Company's share registrar in Hong Kong.

Shares issued prior to the **[REDACTED]** of the Company shall not be transferred within one year from the date of **[REDACTED]** of the shares on any **[REDACTED]**.

The Director and senior management officers of the Company shall disclose to the Company of his/her shareholding in the Company and any changes of these shares. During their term of office as determined at the time of appointment, they shall not transfer more than 25% of the total shares of the Company held by him/her each year; The shares held by such persons shall not be transferred within one year from the **[REDACTED]** of the Company's shares. None of these personnel is allowed to transfer any shares within six months after ceasing to hold office.

Where the listing rules of the place(s) on which the shares of the Company are **[REDACTED]**, or other securities regulatory rules, impose different requirements on restrictions on the transfer of H Shares, such rules shall prevail.

Register of Shareholders

The Company shall keep a register of shareholders based on the evidence provided by the share registrars. The register of shareholders shall constitute conclusive evidence of the shareholders' ownership of the Company's shares. Shareholders shall enjoy rights and bear obligations according to the class of shares they hold; shareholders holding shares of the same class of shares shall enjoy the same rights and bear the same obligations.

The register of shareholders holding domestic unlisted shares shall be governed by the data recorded in the securities bookkeeping system of **[REDACTED]**. The register of shareholders holding H Shares shall be based on the data provided by the nominee companies of **[REDACTED]**.

Rights and Obligations of Shareholders

The shareholders of the Company shall enjoy the following rights: (1) to receive dividends and other distributions in proportion to the shareholdings; (2) requesting, convening, presiding over, attending or proxy to attend the shareholders' meeting in accordance with law and exercise corresponding voting rights (except where voting rights are required to be waived on specific matters under the securities regulatory rules of the place where the Company's shares are **[REDACTED]**); (3) Supervising the Company's operations, and making suggestions or inquiries accordingly; (4) Transferring, gifting or pledging the shares they hold in accordance with laws, administrative regulations, the listing rules of the stock exchange on which the Company's shares are **[REDACTED]** and the Articles of Association; (5) Inspecting and copying the Articles of Association, register of shareholders (including the register of H-share shareholders), minutes of shareholders' meetings, resolutions of board meetings, and financial reports, in which regard eligible shareholders may inspect the Company's accounting books and accounting vouchers; (6) Participating in the distribution of the remaining assets of the Company based on the number of shares held by them in the event of the termination or liquidation of the Company; (7) to request the Company to repurchase its shares held by the dissident shareholders when they cast votes against the proposal for merger or division at the general meeting of the Company; (8) other rights provided for by the laws, administrative regulations, departmental rules, the listing rules of the stock exchange on which the Company's shares are **[REDACTED]** or the Articles of Association.

Shareholders requesting to inspect or copy relevant materials of the Company shall comply with the provisions of the Company Law, the Securities Law, the Listing Rules and other laws and administrative regulations, normative documents and securities regulatory rules of the place where the Company's shares are **[REDACTED]**.

The shareholders of the Company shall have the following obligations: (1) to comply with the laws, administrative regulations and the Articles of Association; (2) to pay the subscription price for shares based on the shares subscribed and the method of capital contribution; (3) not to withdraw their share capital except as provided by laws or administrative regulations; (4) not to abuse the shareholders' rights to damage the Company's or other shareholders' interests, and not to abuse the independent legal personality of the Company and the limited liabilities of the shareholders to damage the interests of the creditors of the Company; (5) to perform other obligations prescribed by laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are **[REDACTED]**, and the Articles of Association.

Where a shareholder abuses its shareholder's rights and thereby causes losses to the Company or other shareholders, it shall be liable for compensation in accordance with the law. Where a shareholder abuses the independent legal personality of the Company or the limited liability regime in order to escape from debts and thereby seriously harms the interests of the Company's creditors, such shareholder shall bear joint and several liability for the Company's debts.

RESTRICTIONS ON THE RIGHTS OF CONTROLLING SHAREHOLDERS

The controlling shareholders or the de facto controllers of the Company shall comply with the following provisions: (1) to exercise shareholder rights according to law and not abuse their control or use their connected relationships to prejudice the legitimate interests of the Company or other shareholders; (2) to strictly perform any public statements and various commitments made by them, and not to change or waive any of them without authorization; (3) to strictly perform information disclosure obligations strictly according to relevant provisions, actively cooperate with the Company on information disclosure and promptly inform the Company of any significant event that has occurred or is about to occur; (4) not to occupy any funds of the Company in any manner; (5) not to force, instruct or require the Company or its relevant personnel to provide any guarantees in violation of laws and regulations; (6) not to use any nonpublic significant information of the Company to seek gains, and not to disclose any nonpublic significant information related to the Company in any manner, nor to engage in any illegal activities such as insider trading, short-swing trading or market rigging; (7) not to jeopardize the legitimate rights and interests of the Company and other shareholders through non-arm's length connected transactions, profit distribution, asset restructuring, external investment or otherwise; (8) to guarantee the asset integrity, personnel independence, financial independence, institutional independence and business independence of the Company and not to affect the Company's independence in any manner; (9) other provisions of laws, regulations, CSRC provisions, business rules of stock exchange and other provisions of the Articles of Association.

Controlling shareholders and de facto controllers who pledge the Company's shares held by them or under their effective control shall maintain control of the Company and the stability of its production and operation.

Where controlling shareholders and de facto controllers transfer Company shares they hold, they shall comply with restrictive provisions on share transfers in laws, administrative regulations, and regulations of the CSRC and the stock exchange where the Company's shares are **[REDACTED]**, and commitments they have made regarding restrictions on share transfers.

SHAREHOLDERS' MEETING

General Provisions for Shareholders' Meetings

The Shareholders' Meeting of the Company consists of all shareholders. The general meeting is the organ of authority of the Company, which exercises following functions and powers in accordance with laws: (1) to elect or remove the directors who are not representatives of the employees, and to decide on matters relevant to remuneration of directors; (2) to deliberate and approve reports of the Board of Directors; (3) to deliberate and approve profit distribution plans and loss compensation plans of the Company; (4) to resolve on increase or decrease in the registered capital of the Company; (5) to resolve on the issuance of corporate bonds or other securities and/or listing plan; (6) to resolve on matters such as merger, division, dissolution and liquidation of the Company or alteration of corporate form; (7) to amend the Articles of Association; (8) to appoint or dismiss the accounting firms that undertake the Company's auditing business; (9) to deliberate asset acquisitions or disposals exceeding 30% of the latest audited total assets within one year; (10) to deliberate equity-based incentive plans and employee stock ownership plans; (11) to deliberate the Company's listing plan; (12) other powers specified in laws and regulations and the articles of association; (13) to deliberate other matters that should be decided by the shareholders' meeting as required by laws, administrative regulations, departmental rules, the listing rules of the stock exchange of the place where the Company's shares are **[REDACTED]** and other securities regulatory rules, or the Articles of Association.

The shareholders' meeting may authorise the board of directors to resolve on the issue of corporate bonds.

Any of the following external guarantees to be provided by the Company shall be subject to the deliberation and approval of the shareholders' meeting: (1) any single guarantee exceeding 10% of the latest audited net assets; (2) any subsequent guarantee provided by the Company and its holding subsidiaries after the total amount of external guarantees exceeds 50% of the latest audited net assets; (3) provision of guarantee to anyone whose debt to asset ratio exceeds 70%; (4) any subsequent guarantee provided by the Company after the total amount of external guarantees exceeds 30% of the latest audited total assets; (5) guarantees to others in an amount exceeding 30% of the total audited assets of the Company in the latest period within a year; (6) any guarantee provided to shareholders, actual controllers and their respective connected parties; (7) other external guarantees that shall be considered and approved by the shareholders' meeting in accordance with laws, regulatory documents or the listing rules of the place where the Company's shares are **[REDACTED]**.

When considering the guarantee in clause (5) at the shareholders' meeting, it shall be approved by more than two-thirds of the voting rights held by shareholders attending the meeting.

Notifiable Transactions and connected transactions (as defined in the Listing Rules, as amended from time to time) that are required to be approved by the Company's shareholders' meeting pursuant to the Listing Rules shall be considered by the shareholders' meeting, unless exempted from such approval under the Listing Rules or by the stock exchange where the Company's shares are **[REDACTED]**.

A general meeting shall either be an annual general meeting or an extraordinary general meeting. The annual shareholders' meeting shall be held once a year, and shall take place within six months after the end of the previous fiscal year.

The Company shall convene an extraordinary general meeting within two months upon the occurrence of any of the following circumstances: (1) the number of directors is less than the statutory minimum number as stipulated in the Company Law, or less than two-thirds of the number prescribed in the Articles of Association; (2) where the unrecovered losses of the Company amount to one-third of its total share capital; (3) upon written request of shareholders holding 10% or more of shares in the Company either alone or in aggregate; (4) whenever the Board considers necessary; (5) when the Audit Committee proposes to convene a meeting; (6) when two or more independent non-executive directors put forward a motion to convene a meeting; (7) other circumstances stipulated by laws, administrative regulations, departmental rules, securities regulatory rules such as the listing rules of the stock exchange of the place where the Company's shares are **[REDACTED]** or the Articles of Association.

Convening of Shareholders' Meeting

A shareholders' general meeting shall be convened by the Board. The publication of shareholders' general meeting notices (including supplementary notices) shall be published in compliance with relevant laws, regulations and securities regulatory rules of the jurisdiction where the shares of the Company are **[REDACTED]**.

The Board of Directors shall convene a general meeting on a timely basis within the prescribed period. With the agreement of the majority of independent directors, independent directors have the right to propose to convene an extraordinary shareholders' general meeting to the Board of Directors. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ten days upon receipt of such proposal from the independent director. If the Board agrees to convene the extraordinary shareholders' general meeting, it must issue the meeting notice within five days after the Board passes a resolution; in the event that the Board disagrees with the convening of an EGM, the Board shall state the reasons therefor and make an announcement.

The Audit Committee shall have the right to propose to the Board to convene an extraordinary shareholders' meeting. Such proposal shall be made in writing. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles, furnish a written reply stating its agreement or disagreement to the convening of the extraordinary general meeting within ten days upon receipt of such proposal.

If the Board agrees to convene the extraordinary shareholders' meeting, a notice of such meeting shall be issued within 5 days after the Board passes the relevant resolution. Any change to the original proposal in the notice shall be approved by the Audit Committee.

If the Board of Directors disagrees to convene an extraordinary shareholders' meeting or fails to provide feedback within ten days of receiving such a proposal, the Board shall be deemed unable or unwilling to perform its duty to convene the shareholders' meeting, the Audit Committee may convene and preside over the meeting on its own.

Shareholder(s) who individually or collectively hold 10% of the shares of the Company (excluding the voting rights attached to treasury shares) shall be entitled to request the Board of Directors to convene an extraordinary general meeting, and such request shall be made in writing to the Board of Directors. The Board of Directors shall, in accordance with the requirements of laws, administrative regulations and the Articles, provide written feedback stating its agreement or disagreement to convene the extraordinary general meeting within ten days upon receipt of such request.

Where the Board of Directors agrees to convene an EGM, it shall give a notice of general meeting within 5 days of passing the board resolution, provided that any change to the original request contained in the notice shall be subject to the prior consent of related shareholders. Where the Board of Directors does not agree to convene an extraordinary general meeting, or does not respond within 10 days after receiving the request, shareholders holding more than 10% of the Company's shares individually or in aggregate (excluding voting rights attached to treasury shares) shall be entitled to propose to the Audit Committee to convene an extraordinary general meeting, and shall submit a request to the Audit Committee in writing.

If the Audit Committee agrees to convene an extraordinary general meeting, it shall issue a notice of the Shareholders' meeting within 5 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' general meeting within the prescribed period, the Audit Committee shall be deemed to have failed to convene and preside over the shareholders' general meeting, and shareholders individually or jointly holding more than 10% of the Company's shares (excluding the voting rights attached to treasury shares) for more than 90 consecutive days may summon and preside over the meeting by themselves.

Where the Audit Committee or shareholders convene a general meeting on its/their own initiative as provided in this section, they shall notify the Board in writing and file a record with the securities regulatory authority of the Company's place of registration and the stock exchange where the Company's shares are **[REDACTED]** in accordance with applicable regulations.

Prior to the announcement of the resolutions of the general meeting, the shareholding of the convening shareholders shall not be less than 10% (excluding the voting rights attached to treasury shares).

The Audit Committee or the convening shareholders shall, in accordance with applicable regulations, submit relevant certification materials (if required) to the securities regulatory authority in the place where the Company is registered and the stock exchange in the place where the Company's shares are **[REDACTED]** at the time of issuing the notice of the general meeting and the announcement of the resolutions of the general meeting.

Proposals of Shareholders' Meetings

The content of the proposal shall fall within the scope of the authority of the general meeting, have a clear subject and specific matters for resolution, and comply with the relevant provisions of laws, administrative regulations, the listing rules of the stock exchange on which the Company's shares are **[REDACTED]** and the Articles.

When a general meeting is to be convened by the Company, the Board, audit committee or shareholders holding 1% or more of the Company's shares (individually or collectively) may submit proposals to the Company.

Shareholder(s) individually or jointly holding more than 1% of the Company's shares may submit provisional proposals in writing to the convener(s) at least 10 days before the general meeting is convened. The convener(s) shall issue a supplementary notice of the general meeting within 2 days after receiving the proposals and submit the provisional proposal to the general meeting for deliberation; except where the provisional proposal violates laws, regulations or the articles of association or is outside the scope of authority of general meeting.

Except for the circumstances referred to in the preceding paragraph, after the convener issues the notice of the shareholders' meeting, no changes shall be made to the proposals set forth in the notice of shareholders' meeting and no further proposals shall be added.

Proposals not listed in the notice of the general meeting or not in compliance with the laws, administrative regulations and the provisions of the Articles shall not be voted on or adopted at the general meeting.

Notices of Shareholders' Meetings

The convener will notify the shareholders by way of announcement at least twenty days before the annual general meeting, and shall notify the shareholders of an extraordinary general meeting by way of announcement at least fifteen days before such meeting. For the aforementioned period, the date on which the meeting is held shall not be included. Where laws or regulations provide otherwise, those provisions shall prevail.

Notice of a shareholders' general meeting shall include the following contents: (1) the time, place and duration of the meeting; (2) the matters and proposals to be considered at the meeting; details of all proposals shall be fully disclosed in the notice of the shareholders' general meeting and its supplementary notice. In the event that independent non-executive directors are required to express their opinions on the matters to be discussed, a notice of shareholders' general meeting or a supplementary notice shall, when given, also disclose the opinions and reasons of the independent non-executive directors; (3) it shall provide shareholders with such information and explanation as necessary for them to make informed decisions on the matters to be considered; This principle includes (but not limited to) the provision of the specific terms and contract(s), if any, of the proposed transaction(s) and thorough explanations about the reasons and effects when the Company proposes mergers, repurchase of shares, equity restructuring or other restructuring; (4) it shall disclose the nature and degree of the material interest of any director, general manager and other senior management members in the matters to be considered; In case that the impact of the matters to be considered on such director, general manager and other senior management members as a shareholder is different from that on other holders of the same class of shares, the difference shall be explained; (5) the full text of any special resolution to be proposed for approval at the meeting; (6) it shall specify the delivery time and place of the meeting of the proxy form; (7) state clearly in written form that all shareholders are entitled to attend the general meeting and may appoint a proxy in writing to attend and vote at the meeting. Such proxy need not be a shareholder of the Company; where a shareholder has appointed a representative to attend any meeting, such shareholder shall be deemed to be present in person; (8) the record date, the name and telephone number of the convener of the meeting and the standing contact person of the meeting affairs; the interval between the record date and the meeting date shall not exceed seven trading days, and shall be later than the disclosure time of the announcement; the interval between the record date of the shareholders' general meeting and the start date of online voting shall be at least two trading days; once the record date is fixed, it shall not be changed; the notice of the shareholders' general meeting shall fully and completely disclose the specific content of all proposals, as well as all information and explanations necessary to enable shareholders to make reasonable judgments on the proposed matters; (9) the timing and procedures for voting via the internet or other means; (10) other requirements prescribed by laws and administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are **[REDACTED]**, and the Articles.

the notice and supplementary notice of the shareholders' general meeting shall fully and completely disclose all the detailed contents of all proposals, and shall fully, completely and accurately disclose the specific contents of all proposals and all information or explanations necessary for the shareholders to make reasonable judgment on the proposed matters. Where the opinions of independent non-executive directors (as defined in the Listing Rules) are required to express opinions on the matters to be discussed, the opinions and reasons given by independent non-executive directors (as defined in the Listing Rules) shall be disclosed simultaneously when the shareholders' general meeting notice or supplementary notice is issued.

The Convening of the Shareholders' Meeting

Shareholders may attend the general meeting in person or appoint a proxy(ies) to attend and vote on their behalf. Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one or more people (who need not be shareholders of the Company) as his/her proxy to attend and vote on his/her behalf.

If an individual shareholder attends the meeting in person, he or she shall show his or her ID card or other valid documents or certificates indicating his or her identity; if a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification document and the proxy form executed by the shareholder.

A corporate shareholder shall attend the meeting through its legal representative or the proxy authorized by the legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification document and valid documents evidencing his/her capacity as the legal representative; If a proxy attends the meeting, he/she shall produce his/her own identification document and written power of attorney granted by the legal representative of corporate shareholder in accordance with laws or the proxy form. If a corporate shareholder has appointed a representative to attend any meeting, it shall be deemed to be present in person.

A partnership shareholder shall attend the meeting by its managing partner (including the authorized representative of the managing partner) or its proxy. The managing partner or his/her appointed representative attending the meeting shall present his/her identity card and valid certificate evidencing his/her capacity as a managing partner; If a proxy attends the meeting, he/she shall produce his/her own identification document and written power of attorney granted by the managing partner of partnership shareholder in accordance with laws.

If a shareholder is a recognized clearing house (hereinafter referred to as the "**recognized clearing house**") or its agent within the meaning of the laws of Hong Kong, he may authorize one or more proxy(ies) as he thinks fit to act as his proxy(ies) at any general meeting; however, if more than one person are authorized, the power of attorney which is signed by a person authorized by the recognized clearing house shall specify the number and class of shares in respect of which each of such persons is so authorized. The person so authorized may represent the recognized clearing house (or its nominee) to exercise its rights without the need for such person to produce share certificates or notarized authorization and/or further evidence to prove that he/she has been duly authorized as if such person were an individual shareholder of the Company and may enjoy equal legal rights with other shareholders, including the rights to speak and vote.

Voting at and Resolutions of Shareholders' Meetings

The resolutions of the general meeting shall be classified as ordinary resolutions and special resolutions. Ordinary resolutions of the general meeting shall be adopted by more than half of shareholders (including their proxies) present and voting at the meeting. Special resolutions put forward at the general meeting shall be adopted by not less than two-thirds of the shareholders (including their proxies) present and voting at the meeting.

The following matters shall be passed by ordinary resolutions of the shareholders' meeting: (1) The work reports of the Board of Directors; (2) profit distribution plans and loss recovery plans prepared by the Board of Directors; (3) the appointment and removal, among the members of the Board, of Directors whose roles are not held by employee representatives, and the remuneration of such Directors and the method for payment thereof; (4) The Company's annual report; (5) engagement and dismissal of the Company's accounting firm and the remuneration of the accounting firm engaged; (6) issuance of bonds or other securities; (7) Consideration and approval of guarantees and connected transactions as provided for in these Articles; (8) Other matters other than those required to be passed by special resolutions except as stipulated by laws, administrative regulations, the listing rules of the stock exchange of the place where the Company's shares are **[REDACTED]**, or the Articles of Association.

The following matters shall be resolved by way of special resolutions at a general meeting: (1) increase or reduction of the registered capital of the Company, and the issuance of shares of any class, warrants or other similar securities; (2) the division, split, merger, dissolution, liquidation and change of corporate form of the Company; (3) amendments to the Articles; (4) the purchases and disposals of material assets or guarantees within one year, where the amount thereof exceeds 30% of the Company's latest audited total assets; (5) equity incentive plans; (6) voluntary winding-up of the Company; (7) any other matters required by the laws, administrative regulations, the listing rules of the stock exchange of the place where the Company's shares are **[REDACTED]** or the Articles of Association, and matters which are determined by an ordinary resolution of the shareholders' meeting as having a material impact on the Company, and thus in need of approval by a special resolution.

DIRECTORS AND BOARD OF DIRECTORS

Directors

The term of office of a director shall be three years. Upon expiry of the term of office, a director shall be eligible to offer himself or herself for re-election. The shareholders' meeting may by ordinary resolution remove any director before the expiry of his term of office (but without prejudice to such director's right to claim damages under any contract).

The term of office of directors shall commence on the date of appointment and expire at the end of the current term of office of the Board. In the event that the terms of directors fall upon maturity whereas new members of the Board are not re-elected in time, the existing directors shall continue to perform their duties in accordance with the laws, administrative regulations, departmental rules and the Articles until the elected directors assume their offices.

The senior management may concurrently serve as directors, provided that the total number of directors concurrently serving as senior management members shall not exceed half of the total number of directors of the Company.

Our Board

The Company shall establish a Board of Directors, which shall be accountable to the shareholders' meeting. The Board of Directors consists of seven directors, all of whom are nominated by shareholders and elected by the shareholders' meeting. The Board shall comprise three independent non-executive directors. Independent non-executive Directors shall account for one-third or more of the total number of Directors on the Board. Independent non-executive directors shall include at least one director with appropriate professional qualifications, or appropriate expertise in accounting or financial management. At least one independent non-executive director of the Company permanently resides in Hong Kong.

The Board of Directors exercises the following functions and powers: (1) to convene the shareholders' general meeting and report on its work to the shareholder's meetings; (2) to implement the resolutions adopted by the shareholders in general meetings; (3) to determine the Company's business plans and investment proposals; (4) to formulate the Company's profit distribution proposal and loss recovery proposal; (5) to formulate proposals for the increase or reduction of the Company's registered capital and for the issuance of the Company's debentures or other securities and listing; (6) to formulate plans for material acquisitions of the shares of the Company, or merger, division, dissolution or change of the form of the Company; (7) to decide on matters including the Company's external investments, acquisition and disposal of assets, asset pledges, external guarantees, entrusted asset management, connected party transactions, and external donations within the scope of authorization granted by the General Meeting; (8) to decide on the Company's internal management structure; (9) to decide on the appointment or removal of the Company's general manager and other officers, and determine their remunerations and incentives and disincentives matters; based on the nomination of the general manager, to decide on the appointment or removal of the deputy general manager(s), person in charge of finance and other officers, and decide on their remuneration matters and incentives and sanctions matters; (10) to formulate the Company's basic management system; (11) to formulate proposals for any amendment of the Articles of Association; (12) to manage the information disclosure of the Company; (13) to propose to the shareholders' general meeting for the appointment or replacement of the accounting firm to audit the Company; (14) to hear reporting from the Company's general manager and inspect the performance of the general manager; (15) to formulate the equity incentive scheme or employee stock ownership plan; (16) to decide material matters and administrative matters other than those matters requiring the approval by the shareholders' meeting of the Company in accordance with laws, administrative regulations, departmental rules, the Articles of Association and the listing rules of the stock exchange where the shares of the Company are **[REDACTED]**, and to execute other significant agreements; (17) maintaining an on-going dialogue with shareholders and in particular, use annual general meetings or other general meetings to communicate with them and encourage their participation; (18) other functions and powers provided for in laws, administrative regulations, department rules, listing rules of the stock exchange of the place where the Company's shares are **[REDACTED]** and other securities regulatory rules and these Articles of Association, and conferred at general meetings.

Should the foregoing exercise of such functions and powers by the Board, or any transaction or arrangement of the Company be considered and reviewed by a shareholders' meeting according to the listing rules of the stock exchange where the shares of the Company are **[REDACTED]**, such matters shall be submitted to the shareholders' meeting for consideration and review.

When the Board makes decisions on the matters specified in the preceding paragraph, except for external guarantees, which must be approved by more than two-thirds of the directors, the remaining matters may be approved by a simple majority of the directors.

Chairman

The chairman of the Board of Directors shall exercise the following powers: (1) to preside over general meetings and convene and preside over meetings of the Board of Directors; (2) Supervise and inspect the implementation of resolutions of the Board of Directors; (3) to sign the securities certificates issued by the Company, important documents of the Board of Directors and other documents that require signing by chairman of the Board of Directors; (4) to nominate candidates for the general manager and submit such nomination to the Board of Directors for discussion and approval; (5) in case of emergency circumstances caused by force majeure events such as extraordinary natural disasters, to exercise special disposal powers to exercise special powers of disposal in respect of the Company's affairs in accordance with laws and in the interests of the Company and report to the Board of Directors and the shareholders' general meeting thereafter; (6) other powers prescribed by laws, administrative regulations, departmental rules, the Articles of Association and the listing rules of the stock exchange in the place where the shares of the Company are **[REDACTED]**, and other powers conferred by the Board.

Independent Non-executive Directors

Independent non-executive directors shall exercise the following special authorities: (1) Independently engage intermediaries to audit, advise on or check the specific matters of the Company; (2) propose extraordinary general meetings to the Board; (3) to propose the holding of board meetings; (4) to lawfully solicit shareholder rights publicly from shareholders; (5) to issue independent opinions on matters that may harm the Company or the rights and interests of minority shareholders; (6) other powers prescribed by laws, regulations, CSRC regulations, the listing rules of the stock exchange where the Company's shares are **[REDACTED]** and the Articles of Association.

The exercise of functions and powers under items (1) to (3) above by independent non-executive directors shall require approval by a majority of all independent directors.

Audit Committee

The Board of Directors of the Company shall establish an Audit Committee to exercise the functions and powers of the Board of Supervisors as stipulated in the Company Law.

The Audit Committee shall be composed of 3 members, who shall be non-executive directors who are not senior management of the Company, the majority of whom shall be independent non-executive directors. At least one independent non-executive director shall possess appropriate accounting or related financial management expertise. The Audit Committee shall have an accounting professional from among the independent non-executive directors serve as its convener.

The Audit Committee is responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit work and internal control, and the following matters shall be submitted to the Board for deliberation after being consented to by more than half of all members of the Audit Committee: (1) disclosure of financial information contained in financial and accounting reports and periodic reports, as well as internal control evaluation reports; (2) appointment or dismissal of the accounting firm undertaking the audit business of the listed company; (3) appointment or dismissal of the person in charge of financial affairs of the listed company; (4) to make changes to accounting policy or accounting estimate or amend significant accounting error for reasons other than changes in accounting standards; (5) other matters prescribed by laws, administrative regulations, CSRC regulations, the listing rules of the stock exchange where the Company's shares are **[REDACTED]** and these Articles of Association.

The Audit Committee shall hold meetings at least twice every quarter. An extraordinary meeting may be convened upon the proposal submitted by two or more members, or where the convener deems it necessary. The Audit Committee's meetings shall be held only when at least two-thirds of members are present;

Audit Committee resolutions shall be passed by more than half of the audit committee members.

Nomination Committee

The Nomination Committee shall be responsible for formulating selection criteria and procedures for directors and senior management, screening and reviewing candidates for directors and senior management and their qualifications, and making recommendations to the Board of Directors on the following matters: (1) nomination or removal of directors; (2) appointment or dismissal of senior management; (3) other matters stipulated by laws, administrative regulations, the requirements of the CSRC, the Listing Rules and the requirements under the Articles of Association.

Remuneration and Appraisal Committee

The Remuneration and Appraisal Committee shall be responsible for formulating the assessment standards for Directors and senior management and conducting assessments, formulating and reviewing the remuneration policies and schemes for Directors and senior management, and making recommendations to the Board on the following matters: (1) The remuneration of Directors and senior management; (2) formulating or changing equity incentive schemes, employee stock ownership plans, and conditions for incentive participants to be granted and exercise interests; (3) the arrangement for directors and senior management to hold equity interests in subsidiaries to be spun off; (4) other matters stipulated by laws, administrative regulations, CSRC regulations, the Listing Rules and the Articles of Association.

If the Board of Directors fails to adopt or fails to fully adopt the Remuneration and Appraisal Committee, it shall record the opinions of the Remuneration and Appraisal Committee and the specific reasons for non-adoption in the resolutions of the Board of Directors, and disclose the same accordingly.

The General Manager

The general manager shall be accountable to the Board of Directors and shall perform the following duties: (1) to be in charge of the production, operation and management of the Company, to organize the implementation of resolutions of the Board of Directors and report to the Board of Directors; (2) to organize the implementation of annual business plans and investment proposals of the Company; (3) to draft plans for the establishment of internal management organizations of the Company, basic management systems of the Company and specific rules and regulations for the Company; (4) within the scope of authority granted by the Board, to make proposals regarding the appointment or removal of the vice president, chief financial officers and other senior management personnel of the Company; (5) to decide on the appointment or dismissal of responsible managerial personnel other than those that should be appointed or dismissed by the Board of Directors; (6) to submit the company's annual report to the corporate registration authority on time; (7) other functions and powers granted by the Articles of Association and the Board of Directors.

The general manager may attend any meeting of the Board of Directors as a non-voting participant.

FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDITING

The Company shall establish its financial and accounting system in accordance with laws, administrative regulations and PRC accounting standards formulated by the relevant competent state authorities.

The financial year of the Company shall coincide with the calendar year, i.e. from January 1 to December 31 on the Gregorian calendar. At the end of each financial year, the Company shall prepare a financial report which shall be audited and certified in compliance with the laws. The Company shall submit, disclose and/or present to shareholders documents such as annual reports, interim reports and preliminary results announcements in accordance with the laws and regulations of the listing jurisdiction, the listing rules of the stock exchange where the Company's shares are **[REDACTED]**, and other regulatory documents.

The Company shall not keep accounting books other than those provided by law. Any funds of the Company shall not be kept in any account opened in the name of any individual.

When distributing the profit after tax for a year, the Company shall set aside 10% of its profit after tax for the statutory reserve fund. When the balance of the statutory reserve fund reaches 50% or more of the registered capital of the Company, no further allocations to the statutory reserve fund shall be required. In the event that the statutory reserve fund of the Company is insufficient to make up for the losses of the Company of the previous year, before allocating the statutory reserve fund in accordance with the provisions of the previous paragraph, the Company shall first make up for the losses by using the profits of the current year. After allocation to the statutory reserve fund, subject to the approval by a resolution of a general meeting, the profit after tax may also be appropriated to the discretionary reserve fund. After making up of losses and appropriation to reserve funds, the balance of the profit after tax shall be distributed to shareholders in proportion to their shareholdings, except where non-pro rata distribution is provided in the Articles.

If the Company distributes profit to shareholders in violation of this provision, the shareholders shall return such distributed profits to the Company; where such distribution causes losses to the Company, the shareholders and the responsible director and senior management member shall assume the compensation liabilities.

The shares held by the Company shall not be involved in the profit distribution.

The Company's reserve fund shall used to make up for the Company's losses, expand the Company's production and operation or increase the Company's registered capital. When using reserve funds to cover the Company's losses, the discretionary reserve fund and the statutory reserve fund shall be used first; but if they are still insufficient to cover the losses, the capital reserve fund may be used as regulated. When the statutory reserve fund is converted into an increase in registered capital, the amount of such reserve fund as retained shall not be less than twenty-five percent of the Company's registered capital before the increase.

The internal audit agency of the Company shall supervise and inspect the business activities, risk management, internal control, financial information and other matters of the Company. The internal audit agency shall maintain independence and be staffed with designated full-time audit personnel. It shall not be placed under the leadership of the financial department, or share offices with the financial department.

The internal audit department is accountable to the Board of Directors. The internal audit function shall be subject to the oversight and guidance of the Audit Committee when supervising and inspecting the Company's business activities, risk management, internal control, and supervision and inspection of financial information. If the internal audit function identifies any significant issues or leads, it shall immediately report directly to the Audit Committee.

The Company shall engage independent accounting firms which satisfy the relevant provisions of the Securities Law, the Listing Rules and other relevant state provisions to audit the annual financial reports and other financial reports of the Company: The term of engagement shall be one year, subject to renewal.

The appointment and removal of an accounting firm by the Company shall be subject to the approval of the shareholders' meeting by ordinary resolution. The Board of Directors may not appoint accounting firm before the approval of the shareholders' meeting.

The Company shall guarantee to provide the appointed accounting firm with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information, and shall not refuse to provide, conceal or misrepresent any such information.

Merger and Division of the Company

The merger of the Company may take place by absorption or by the establishment of a new company. In an absorption merger, one company absorbs other companies, the absorbed company shall be dissolved. The merger of two or more companies to establish a new company shall constitute a new merger, and the merging parties shall be dissolved.

Where the consideration paid by the Company for the merger is no more than 10% of the Company's net assets, the merger may be made without resolutions of the general meeting; unless otherwise provided in the Articles of Association. If the Company is merged in accordance with the provisions of the preceding paragraph without a resolution of the general meeting, it shall be approved by a resolution of the Board of Directors.

Upon merger, all claims and liabilities of the parties to the amalgamation shall be taken over by the surviving company or by the newly established company.

In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten days from the date of the merger resolution, and shall make a public announcement within thirty days from the date of such resolution in a newspaper recognized by the stock exchange on which the Company's shares are **[REDACTED]** or on the National Enterprise Credit Information Publicity System. Creditors may, within thirty days from the date of receiving such a notice or within forty-five days from the date of public announcement if no notice is received, require the Company to pay off its debts or provide corresponding guarantees.

When the Company is divided, its assets shall be split up accordingly. In the event of a division of the Company, balance sheets and asset inventories shall be prepared. The Company shall notify its creditors within ten days from the date of making a division resolution, and make a public announcement within thirty days in a newspaper recognized by the stock exchange on which the Company's shares are **[REDACTED]** or on the National Enterprise Credit Information Publicity System. Creditors may, within thirty days from the date of receiving such a notice or within forty-five days from the date of public announcement if no notice is received, require the Company to pay off its debts or provide corresponding guarantees.

The companies surviving after division shall have joint liability for the debts of the Company prior to division except where otherwise agreed in a written settlement agreement entered into between the Company and its creditors prior to the division.

DISSOLUTION AND LIQUIDATION

The Company shall be liquidated under any of the following circumstances: (1) the expiration of business term stipulated in the Articles or any dissolution events as stipulated by the Articles occur; (2) a resolution on dissolution is passed by the general meeting; (3) dissolution is necessary due to a merger or division of the Company; (4) the business license of the Company is revoked, or the Company is ordered to close down or to be terminated; (5) shareholders holding 10% or more of the voting rights of the Company may apply to the People's Court for dissolution when the Company experiences severe difficulties in its operations and management and continual operation of the Company will bring significant losses to the interest of shareholders while there are no other ways to resolve the difficulties.

Where the situation set forth in item (1) or (2) of Article 187 of the Articles occurs, the Company may continue to exist by amending the Articles or through a resolution of general meeting if properties have not yet been distributed to shareholders. Amendments to the Articles or the resolution of general meeting in accordance with the preceding paragraph shall be passed by a vote representing two-thirds or more of the voting rights held by the shareholders present at the general meeting.

Where the Company is dissolved under the provisions of items (1), (2), (4) and (5) of Article 187 of the Articles, it shall be liquidated. The Directors, who are the liquidation obligors of the Company, shall form a liquidation committee to commence the liquidation within fifteen (15) days from the date when the event of dissolution occurs. The liquidation committee shall be composed of the Directors, unless otherwise elected by the General Meeting. The liquidation obligor who fails to perform the liquidation obligation in time and cause losses to the Company or creditors, shall be liable for damages.

The liquidation committee shall inform the creditors within 10 days of its establishment and an announcement shall be published on the newspapers recognized by the stock exchange on which the shares of the Company are **[REDACTED]** or on the National Enterprise Credit Information Publicity System within 60 days. Creditors shall file their claims to the liquidation committee within 30 days of receiving the notice or within 45 days of the announcement if they have not received the notice.

After the liquidation committee has ascertained the Company's property and prepared a balance sheet and asset inventories, it shall formulate a liquidation plan and submit such plan to the shareholders' meetings or the People's Court. After the payment of liquidation charges, staff salaries, social insurance, statutory compensation, outstanding taxes and the debts of the Company, the remaining assets of the Company shall be distributed to shareholders in proportion to their shareholdings. During the period of liquidation, the Company shall continue to exist but shall not engage in any business activity except for those relating to the liquidation. The assets of the Company shall not be distributed to the shareholders before they are used for settlement in accordance with the foregoing provisions.

If the liquidation committee, after ascertaining the assets of the Company and preparing a balance sheet and an inventory of assets, discovers that the assets of the Company are insufficient to repay its debts, it shall immediately apply to the People's Court for bankruptcy liquidation.

Following the completion of liquidation, the liquidation committee shall prepare a report on liquidation and submit it to the shareholders' meeting or the People's Court for confirmation, and submit it to the company registration authorities for deregistration.

Amendments to the Articles of Association

The Company shall amend its Articles of Association under any of the following circumstances: (1) Where amendments to the Company Law, other applicable laws or administrative regulations, or the listing rules of the stock exchange where the Company's shares are **[REDACTED]** cause any provision of the Articles of Association to conflict with such amended laws, administrative regulations, or listing rules; (2) changes in the Company's situation no longer align with the provisions stated in the Articles; or (3) the shareholders' meeting resolves to amend the Articles of Association by a special resolution.

Amendments to the Articles adopted by shareholders' meeting shall be approved by the competent authority; and changes involving registered company particulars require statutory change registration. The Board of Directors shall amend the Articles in accordance with the resolutions of the shareholders' meeting and the approval of the competent authority. Any amendment to these Articles of Association that involves information to be disclosed as required by the law, regulations or the listing rules of the place(s) where the shares of the Company are **[REDACTED]**, shall be publicly announced as required.