This appendix mainly provides **[REDACTED]** with an overview of the Articles of Association. As the following information is in summary form, it does not contain all the information that may be important to **[REDACTED]**.

SHARES

Shares of the Company are issued on an open, fair and impartial basis and shares of same class shall have equal rights. For the same class of shares of the same issuance, each share shall be issued at the same conditions and price. The same price shall be paid for each share subscribed by subscribers. The domestic unlisted shares issued by the Company shall rank pari passu with the H shares in respect of any distribution by way of dividend (including distributions in currency and in non-currency) or otherwise.

INCREASE, DECREASE, REPURCHASE AND TRANSFER OF SHARES

Increase/Reduction of Shares

The Company may, based on its operational and developmental needs, increase its capital by any of the following methods in accordance with the requirements of laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, and subject to a resolution of the shareholders' meeting:

(i) issuance of shares to unspecified parties;

(ii) issuance of shares to specified parties;

(iii) distribution of bonus shares to existing shareholders;

(iv) converting the reserve funds into share capital;

(v) other means as prescribed by laws and administrative regulations and approved by the relevant regulatory authorities, including the CSRC and the securities regulatory authorities of the place where the shares of the Company are listed, and other relevant regulatory authorities.

The Company may decrease its registered capital, and shall comply with the procedures stipulated in the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, other securities regulatory rules of the place where the shares of the Company are listed and other relevant regulations, as well as the procedures stipulated in the Articles of Association.

Share Repurchase

The Company shall not repurchase its own shares, except in any of the following circumstances:

(i) reduction of the Company's registered capital;

(ii) merging with any other company holding shares in the Company;

(iii) using the shares for employee stock ownership plan or equity incentives;

(iv) requesting by any shareholder to repurchase his/her shares for objecting to any resolution of merger or division made by the Company at shareholders' meetings;

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

(vi) necessary for the Company to maintain its corporate value and protect its shareholders' interest;

(vii) other circumstances as permitted by laws, administrative regulations, departmental rules, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and other securities regulatory rules of the place where the shares of the Company are listed.

Any repurchase of the Company's shares for the reasons stated in items (iii), (v) and (vi) referred to above shall adopt the method of open and centralized trading, provided that the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other securities regulatory rules of the place where the Company's shares are listed are complied with, and the information disclosure obligations shall be performed in accordance with the relevant provisions.

Where the Company acquires shares in the Company as provided for in subparagraphs (i) and (ii) above, it shall be determined by the shareholders' meeting. Where the Company repurchases its own shares for the reasons set out in items (iii), (v) and (vi) above, such repurchase shall, subject to compliance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Trial Administrative Measures for the Overseas Issuance and Listing of Securities by Domestic Enterprises, the Guidelines for the Articles of Association of Listed Companies and the securities regulatory rules of the place where the Company's shares are listed, be approved by a resolution at a Board meeting attended by more than two-thirds of the Directors.

After the Company repurchases its own shares in accordance with the above provisions, if it falls under the circumstance specified in Item (i) above, the shares shall be canceled within ten days from the date of repurchase; if it falls under the circumstances specified in Items (ii) and (iv) above, the shares shall be transferred or canceled within six months from the date of repurchase; if it falls under the circumstances specified in Items (iii), (v) and (vi) above, the total number of the Company's own shares as held shall not exceed 10% of the total number of issued shares of the Company, and such shares shall be transferred or canceled within three years from the date of repurchase. Where the shares of the Company are cancelled pursuant to the aforesaid provisions, such cancellation shall be in respect of shares repurchased by the Company. The number of shares held by the original holders of the repurchased shares shall be reduced accordingly, and the registered capital of the Company shall be reduced accordingly, instead of reducing the number of shares held by each shareholder of the Company on a pro rata basis according to their respective shareholding percentages.

Transfer of Shares

The shares of the Company may be transferred in accordance with the law. The transfer of H shares as **[REDACTED]** in Hong Kong shall be registered with the stock registration agency in Hong Kong as entrusted by the Company. All transfers of H shares shall be effected by instruments of transfer in writing in the usual or common form or any other form acceptable to the Board (including the standard transfer form or transfer form prescribed by the Hong Kong Stock Exchange from time to time). Such instrument of transfer may be executed by handwritten signature or by affixing the Company's valid seal (if the transferor or transferee is a company). If the transferor or transferee is a recognized clearing house as defined in the relevant ordinances in force from time to time under the laws of Hong Kong or its agent, the written instrument of transfer may be executed by handwritten signature or by machine-imprinted signature. All instruments of transfer shall be deposited at the Company's registered office, at the address of the share registrar or at such other place as the Board may from time to time specify.

Directors and senior management of the Company shall report to the Company their shareholdings in the Company and changes therein. During their term of office determined upon them taking office, the shares they transfer each year shall not exceed 25% of the total shares of the same class they hold in the Company. No shares of the Company held by such individual shall be transferred within one year upon the **[REDACTED]** of and dealings in the shares of the Company. No shares held by such individual shall be transferred within half year upon the termination of his or her service with the Company. If it is otherwise provided in the securities regulatory requirements of the stock exchange where the Company's shares are listed regarding the limitation of the transfer of the overseas listed shares, such rules shall prevail.

If a shareholder of the Company who holds more than 5% of the shares of the Company (excluding a recognized clearing house as defined under the relevant provisions that come into effect from time to time according to the laws of Hong Kong or its nominee), director or senior manager sell his/her shares in the Company or other securities with an equity nature within six months of the repurchase, or repurchase the shares within six months after the sale, the profit thus made shall be attributable to the Company and the Board shall collect all such profits. However, securities companies holding 5% or more of the shares after purchasing the remaining shares upon **[REDACTED]** due to **[REDACTED]**, recognized clearing house and its nominees (including **[REDACTED]** or its nominees) holding 5% or more of the shares and other circumstances stipulated by the CSRC and the securities regulatory rules of the place where the Company's shares are listed are exempt from such requirement.

The shares or other equity securities mentioned in the preceding paragraph held by directors, senior management and natural person shareholders include those held by their spouses, parents, children, and held by them by using other people's accounts.

Where the Board fails to implement the above provisions, shareholders have the right to require the Board to implement them within 30 days. Where the Board fails to implement them within the aforementioned period, shareholders have the right to directly initiate litigation with the people's court in their own name for the Company's benefit. Where the Board fails to implement the above provisions, responsible directors shall bear joint and several liability in accordance with law.

Shareholders and Shareholders' Meetings

Shareholders

The Company shall establish a register of members based on certificates provided by securities registration and settlement institutions. The register of members is sufficient evidence proving shareholders' shareholdings in the Company. The Company shall keep in Hong Kong the original of the register of holders of shares **[REDACTED]** on the Stock Exchange of Hong Kong Limited and at its domicile a copy of such register. The appointed overseas agent shall ensure the consistency between the original and the duplicate of the register of holders of overseas listed foreign shares at all times. If there is any inconsistency between the original and the duplicate copy of the register of holders of overseas listed foreign shares, the original version shall prevail. The register of members kept in Hong Kong shall be open for inspection by shareholders, but the Company may close the register of members in accordance with applicable laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are **[REDACTED]**. If the applicable laws, administrative regulations, departmental rules, normative documents and securities regulatory rules of the place where the shares of the Company are **[REDACTED]** have special provisions on the suspension of the registration of changes in the **[REDACTED]**, such provisions shall apply.

Shareholders shall enjoy rights and bear obligations according to the class of shares they hold; shareholders holding shares of the same class shall enjoy equal rights and bear the same obligations. Any variation to the rights attached to a class of shares must be approved by more than two-thirds of the voting rights held by the shareholders of that class present at the meeting.

Shareholders of the Company shall enjoy the following rights:

(i) to receive dividends and other forms of profit distribution on the basis of the number of shares held by them;

(ii) to request the holding of, convene, preside, attend or to appoint proxy to attend the shareholders' meeting in accordance with the laws, to speak at the shareholders' meeting and to exercise the corresponding voting rights, unless individual shareholders are required to abstain from voting on specific matters under the securities regulatory rules of the place where the Company's shares are **[REDACTED]** or applicable laws and regulations;

(iii) the right to supervise, present proposals or raise enquiries in respect of the Company's operations;

(iv) to transfer, grant or pledge shares in the Company in accordance with laws, administrative regulations and the Articles of Association;

(v) to inspect and copy the Articles of Association, the register of shareholders, minutes of shareholders' meetings, resolutions of Board meetings, financial and accounting reports, and qualified shareholders may inspect the Company's accounting books and vouchers. If the Company has reasonable grounds to believe that the shareholder's request serves an improper purpose and may harm the Company's legitimate interests, it may refuse the inspection, and must respond to the shareholder in writing within 15 days from the date of receiving the written request and providing reasons for the refusal;

(vi) to participate in the distribution of the residual property of the Company on the basis of the number of shares held by them when the Company is terminated or liquidated;

(vii) request the Company to repurchase his/her shares for objecting to any resolution of merger or division made by the Company at shareholders' meetings;

(viii) other rights provided by the laws, administrative regulations, departmental rules, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, other securities regulatory rules of the place where the Company's shares are **[REDACTED]** or the Articles of Association.

Where the content of resolutions of the Company's shareholders' meeting or the Board violates laws or administrative regulations, shareholders have the right to request the people's court to render them invalid. In the event that the convening procedure or voting method of the Company's shareholders' meeting or the Board meeting violates any of the laws, administrative regulations or the Articles of Association, or the content of any resolution violates the Articles of Association, the shareholders shall be entitled to request the People's Court to overturn the resolution within 60 days upon the resolution was adopted, except where there are only minor defects in the convening procedure or voting method of the shareholders' meeting or the Board meeting, which do not materially affect the resolutions.

The shareholders of the Company shall assume the following obligations:

(i) to comply with the laws, administrative regulations and the Articles of Association;

(ii) to pay share payments as per the shares subscribed for and the method of subscription;

(iii) not to withdraw its share capital, except for circumstances stipulated by laws and regulations;

(iv) not to abuse the shareholders' rights to damage the Company's or other shareholders' interests; 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;

(v) other obligations imposed by laws, administrative regulations, departmental rules, normative documents, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association.

Shareholders of the Company shall be liable for making compensation in accordance with law for any loss suffered by the Company or other shareholders arising from their abuse of shareholders' rights. Shareholders of the Company who abuse the independent legal person status of the Company and the limited liability of shareholders to evade debts and seriously impair the interest of creditors of the Company shall be jointly and severally liable for the debts of the Company.

Controlling Shareholders and Actual Controllers

The Company's controlling shareholders and actual controllers shall exercise their rights and fulfill their obligations in accordance with the requirements of laws, administrative regulations, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the CSRC and the securities regulatory authorities of the place where the shares of the Company are **[REDACTED]**, and shall safeguard the interests of the Company.

The controlling shareholder and actual controllers of the Company have the obligation of integrity towards the Company and social public share shareholders of the Company, and shall comply with the following provisions:

(i) to exercise shareholder rights according to law and not abuse their control rights or use their connected relationship to prejudice the legitimate interests of the Company or other shareholders;

(ii) to strictly perform any public statements and various commitments made by them without changing or waiving any of them without authorization;

(iii) to strictly fulfil information disclosure obligations in accordance with relevant regulations, actively cooperate with the Company in information disclosure work, and promptly inform the Company of significant events that have occurred or are planned to occur;

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

(v) not to coerce, instruct or require the Company and related personnel to illegally provide guarantees;

(vi) not to seek benefits by using the Company's undisclosed significant information, not to disclose any undisclosed significant information about the Company in any way, and not to engage in insider trading, short term trading, market manipulation, or other illegal activities;

(vii) not to prejudice the legitimate rights and interests of the Company and other shareholders through unfair connected transactions, profit distribution, asset restructuring, external investment, appropriation of funds, loan guarantees or any other means;

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

(ix) other provisions of laws, administrative regulations, requirements of the CSRC, securities regulatory rules of the place where the shares of the Company are **[REDACTED]** and the Articles of Association.

If the Company's controlling shareholders and actual controllers do not serve as directors of the Company but actually execute the Company's affairs, the provisions of the Articles of Association on directors' duties of loyalty and diligence shall apply.

Where any controlling shareholder or actual controllers of the Company instructs a director or senior management officer to engage in conduct that harms the interests of the Company or shareholders, such controlling shareholder or actual controllers shall bear joint and several liabilities with that director or senior management officer.

General Provisions for Shareholders' Meetings

The shareholders' meeting shall be composed of all shareholders. The shareholders' meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the laws:

(i) to elect and replace the directors who are not representatives of the employees, and to decide on matters relating to the remuneration of the directors;

(ii) to consider and approve the report of the board of directors;

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

(iv) to resolve on any increase or reduction of the Company's registered capital;

(v) to resolve on the issue of bonds by the Company;

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

(vii) to amend the Articles of Association;

(viii) to resolve on the engagement or removal of accounting firms undertaking the Company's audit work by the Company;

(ix) to consider and approve the transactions that shall be decided by the shareholders' meeting as prescribed in the Articles of Association and the rules of procedure for the shareholders' meeting, and to consider and approve the guarantees as stipulated by Article 50 of the Article of Association;

(x) to consider and approve purchases and sales of significant assets within a year exceeding 30% of the latest audited total assets of the Company;

(xi) to consider and approve the change of use of proceeds;

(xii) to consider share incentive plans and employee stock ownership plans;

(xiii) to consider and approve connected transactions between the Company and its related persons which shall be approved by the Shareholders' meeting as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

(xiv) to consider other matters that shall be decided by the shareholders' meeting as stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are **[REDACTED]**, or the Articles of Association;

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

The following external guarantees of the Company shall be deliberated and approved by the shareholders' meeting:

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

(ii) any guarantee provided after the total amount of external guarantees by the Company exceeds 30% of the Company's latest audited total assets;

(iii) any guarantee provided for a target party whose debt-to-asset ratio exceeds 70%;

(iv) any guarantee with a single guaranteed amount exceeding 10% of the latest audited net assets;

(v) any guarantee provided to shareholders, actual controllers and their connected parties;

(vi) any guarantee provided in 12 consecutive months with an amount exceeding 30% of the Company's latest audited total assets;

(vii) other circumstances as prescribed by the law, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are **[REDACTED]** or the Articles of Association.

When the shareholders' meeting considers the guarantee mentioned in the item (vi) above, it shall be approved by more than two-thirds of the voting rights held by the shareholders attending the meeting.

When the shareholders' meeting is considering a proposal to provide guarantee for any shareholder, actual controllers or their related parties, the said shareholder or the shareholders controlled by the said actual controllers shall be abstained from voting on the proposal, and the proposal shall be subject to approval by half or more of the voting rights of the other shareholders attending the shareholders' meeting.

In the event that the Company suffers losses as a result of an external guarantee passed in violation of the approval authority and consideration procedures, the relevant directors, senior management and other responsible parties shall be liable for compensation in accordance with the law.

Shareholders' meetings include annual shareholders' meetings and extraordinary shareholders' meetings. Annual shareholders' meetings are held once every year within six months from the end of the preceding financial year.

The Company shall convene an extraordinary shareholders' meeting within two months from the date of occurrence of any of the following circumstances:

(i) when the number of directors is less than the number provided for in the Company Law of the People's Republic of China or less than two-thirds of the number specified in the Articles of Association;

(ii) when the uncovered loss of the Company reaches one-third of its total share capital;

(iii) when such meeting is requested by shareholders individually or jointly holding more than 10% of the shares of the Company;

(iv) when the board of directors deems it necessary;

(v) when the Audit Committee proposes to hold such a meeting;

(vi) other circumstances as stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are **[REDACTED]**, or the Articles of Association.

Convening of Shareholders' Meetings

The board of directors shall convene the shareholders' meeting on time within the stipulated period.

Subject to the consent of more than half of all independent directors (the term "independent director" has the same meaning as "independent non-executive director" under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the same shall apply hereinafter), the independent directors shall have the right to propose to the board of directors to convene an extraordinary shareholders' meeting. For a proposal by the independent directors to convene an extraordinary shareholders' meeting, the board of directors shall give a written response indicating whether it agrees or disagrees to convene an extraordinary shareholders' meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations and the Articles of Association. Where the board of directors agrees to convene an extraordinary shareholders' meeting, a notice of convening such meeting shall be given within 5 days after the resolution of the board of directors is made. Where the board of directors does not agree to convene such a meeting, it shall provide reasons and make an announcement.

The Audit Committee shall propose to the board of directors in writing to convene an extraordinary shareholders' meeting. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, provide a written response indicating whether it agrees or disagrees to convene an extraordinary shareholders' meeting within 10 days upon receipt of the proposal. If the board of directors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within 5 days upon making the decision. Any changes to the original proposal in the notice shall be subject to the consent of the Audit Committee. If the board of directors disagrees to convene the extraordinary shareholders' meeting, or fails to provide feedback within 10 days upon receipt of the proposal, it shall be deemed as failing or not discharging its duties to convene the shareholders' meeting. In such cases, the Audit Committee may convene and preside over the meeting on its own.

Shareholder(s) who individually or collectively hold more than 10% of the shares of the Company are entitled to request the board of directors to convene an extraordinary shareholders' meeting, and such requisition shall be made in writing to the board of directors. The board of directors shall, in accordance with the laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, furnish a written reply on whether it agrees or disagrees to convene the extraordinary shareholders' meeting within ten days upon receipt of such requisition. If the board of directors agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days after making such a resolution. Any changes to the original requisition in the notice shall be approved by the relevant shareholders. If the board of directors disagrees with convening an extraordinary shareholders' meeting or fails to provide feedback within ten days of receiving such a requisition, shareholders who individually or collectively hold more than 10% of the Company's shares shall propose the Audit Committee in writing to convene an extraordinary shareholders' meeting. If the Audit Committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within five days of receiving such a requisition. Any changes to the original proposal in the notice shall be approved by the relevant shareholders. If the Audit Committee fails to issue a notice of the shareholders' meeting within the specified time limit, it shall be deemed that the Audit Committee does not convene and preside over the shareholders' meeting, and shareholders who individually or collectively hold more than 10% of the Company's shares for more than ninety consecutive days may convene and preside over the meeting on their own.

If the Audit Committee or shareholder(s) decide(s) to convene the shareholders' meeting by itself/themselves, it/they shall issue a written notice to the board of directors, and file a record with the stock exchange (if required) in the place where the Company's shares are **[REDACTED]**. The Audit Committee or the shareholders who convene the meeting shall submit the corresponding supporting materials to the stock exchange in the place where the Company's shares are **[REDACTED]** when issuing the notice of convening a shareholders' meeting and the announcement of the resolution of shareholders' meeting. Before the announcement of the resolution of the shareholders' meeting, the shareholding of the shareholders convening such meeting shall not be less than 10%.

For shareholders' meetings convened by the Audit Committee or shareholders on their own, the board of directors and the board secretary shall cooperate in this regard. The board of directors shall provide the register of shareholders as of the record date. The register of shareholders obtained by the convener shall not be used for purposes other than convening a shareholders' meeting. Expenses necessary for convening of the shareholders' meeting by the Audit Committee or shareholders on its/their own shall be borne by the Company.

Proposals and Notices of Shareholders' Meetings

The content of proposals shall fall within the scope of authority of the shareholders' meeting, have clear topics and specific matters to be resolved, as well as comply with relevant requirements of laws, administrative regulations, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, other regulatory requirements of the place where the Company's shares are **[REDACTED]** and the Articles of Association.

When a shareholders' meeting is held by the Company, the board of directors, Audit Committee or shareholders individually or collectively holding 1% or more of the Company's shares shall have the right to put forward proposals to the Company.

Shareholders individually or collectively holding more than 1% of the shares of the Company may submit provisional proposals in writing to the convener ten days prior to the date of the shareholders' meeting. The convener shall issue a supplemental notice of shareholders' meeting within two days upon the receipt of the proposals, announcing the content of the provisional proposals, and shall submit the provisional proposals to the shareholders' meeting for consideration, however, except for the provisional proposal that violates laws, administrative regulations, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, other regulatory requirements of the place where the Company's shares are **[REDACTED]**, or the Articles of Association, or the provisional proposal falls outside the scope of the terms of reference of the shareholders' meeting. The Company shall not increase the shareholding ratio of shareholders who propose provisional proposals.

Except for the circumstances described above, the convener shall not modify the proposals already specified in the notice of the shareholders' meeting or add new proposals subsequent to the issue of the notice of the shareholders' meeting.

Where the convener is required to supplement or correct the content disclosed in a proposal as required, no substantial changes to the proposal shall be made, and the relevant announcement of such supplementation or correction shall be notified to all shareholders before voting at the shareholders' meeting. Where substantial changes are made to a proposal, such changes shall be deemed as a new proposal which may not be voted at such shareholders' meeting.

Proposals not listed in the notice of shareholders' meeting or not in compliance with the provisions of the Articles of Association shall not be put to a vote or result in resolutions at the shareholders' meeting.

The convener shall notify shareholders by announcement (including publication on the websites of the Hong Kong Stock Exchange and the Company) 21 days prior to the date of the annual shareholders' meeting; the convener shall notify shareholders by announcement (including publication on the websites of the Hong Kong Stock Exchange and the Company) 15 days prior to the date of the extraordinary shareholders' meeting. The date of the meeting shall not be included in the calculation of the commencement period. Where laws, regulations and the securities regulatory authorities of the place where the Company's shares are **[REDACTED]** provide otherwise, such provisions shall prevail.

The notice of shareholders' meeting shall include the following:

(i) the time, venue and duration of the meeting;

(ii) the matters and proposals submitted for consideration at the meeting;

(iii) a prominent statement that all ordinary shareholders, shareholders holding special voting rights and other shareholders are entitled to attend at the shareholders' meeting, and a shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf and such proxy is not necessarily a shareholder of the Company, and if a shareholder has appointed a proxy to attend any meeting, such shareholder shall be deemed to have attended in person;

(iv) the record date of shareholders entitled to attend the shareholders' meeting;

(v) the name and telephone number of the regular contact person for meeting;

(vi) the time and procedure for voting online or through other means;

(vii) other requirements as stipulated by laws, administrative regulations, departmental rules, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the securities regulatory rules of the place where the Company's shares are **[REDACTED]** and the Articles of Association.

The notice of the shareholders' meeting and its supplementary notice shall include the contents required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association, fully and completely explaining all the specific contents of all proposals. If a matter to be discussed requires opinions of the independent directors, the opinions of the independent directors and reasons therefor shall also be disclosed at the same time when the notice of the shareholders' meeting or its supplementary notice is issued.

After the notice of the shareholders' meeting has been issued, the shareholders' meeting shall not be postponed or cancelled without justifiable reasons, and the proposals specified in the notice of the shareholders' meeting shall not be cancelled. In case of postponement or cancellation, the convener shall make announcement and explanation in accordance with laws, regulations and the securities regulatory rules of the place where the Company's shares are **[REDACTED]**. If the shareholders' meeting is postponed, the postponed date shall be announced in the notice.

Convening of the shareholders' meeting

All the ordinary shareholders, shareholders holding special voting rights and other shareholders in the register of shareholders and their proxies on the record date are entitled to attend the shareholders' meeting, and shall exercise their voting rights pursuant to the relevant laws, regulations, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association.

A shareholder may attend the shareholders' meeting in person, or may appoint one or more persons (who need not to be shareholders) as his/her proxy to attend and vote on his/her behalf.

If the shareholder is a Recognized Clearing House (or its agent) as defined under the Securities and Futures Ordinance of Hong Kong or relevant ordinances in force from time to time under the laws of Hong Kong, such shareholder may authorize one or more persons as he/she deems fit to act as his/her proxy at any shareholders' meetings or meetings of creditors; however, if more than one proxies are authorized, the proxy form shall specify the number and class of shares represented by each of such proxies under the authorization, and the proxy form shall be signed by the personnel authorized by the Recognized Clearing House. Persons so authorized may attend the meeting on behalf of the Recognized Clearing House (or its agent) without presenting shareholding certificates, notarized authorizations and/or further evidence to prove their formal authorization, speak at the meeting and exercise rights, as if such persons were individual shareholders of the Company. Such authorized persons shall be entitled to the same statutory rights as other shareholders, including the right to speak and vote.

Individual shareholders attending the shareholders' meeting in person shall present their identity cards or other valid identity documents or proof; if a proxy is appointed to attend the meeting, the proxy shall present his/her own valid identification documents and the power of attorney for the shareholder.

A corporate shareholder shall appoint a legal representative or a proxy entrusted by the legal representative to attend the meeting. If a legal representative attends the meeting, he/she shall present his/her identity card and a valid certificate proving his/her qualification to be a legal representative; in the event that proxies are in attendance, such proxies shall present their personal identity cards and the written power of attorney legally issued by the legal representative of the corporate shareholder.

A shareholder of a partnership shall attend the meeting by its executive partner (including the authorized representative of the executive partner) or its proxy. Executive partners attending the meeting shall present their identity cards and valid documents that can prove his/her qualification as the executive partner. If the proxies attend the meeting, such proxies shall present their identity cards and the written power of attorney legally issued by the executive partner of the shareholder of the partnership.

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

(i) the name or title of the principal and the class and quantity of shares held thereby;

(ii) the name or title of the proxy;

(iii) the specific instructions of the shareholder, including instructions to vote for, against, or abstain from voting on each matter included in the agenda of the shareholders' meeting;

(iv) the date of issuance and validity period of the power of attorney;

(v) the signature (or seal) of the principal. If the principal is a corporate shareholder, the corporate seal shall be affixed.

Such power of attorney shall contain a statement that in the absence of instructions by the shareholder, whether the proxy of such shareholder may vote at his/her own will.

Where the power of attorney authorizing a voting proxy is signed by another person authorised by the principal, the power of attorney or other authorization document shall be notarised. Both the notarized authorization letter or other authorization documents and the power of attorney for proxy voting shall be kept at the Company's domicile or at other places specified in the notice on convening the meeting, 24 hours before the relevant meeting is held, or 24 hours before the designated voting time.

If the shareholders' meeting requires directors and the senior management to be present at the meeting, the directors and the senior management shall be present and accept enquiries from shareholders.

A shareholders' meeting shall be presided over by the chairman of the board of directors. If the chairman is unable or fails to perform his/her duties, the vice chairman shall preside. If the vice chairman is unable or fails to perform his/her duties, a director nominated by a majority of the directors shall preside.

A shareholders' meeting convened by the Audit Committee on its own shall be presided over by the convener (chairman) of the Audit Committee. If the convener (chairman) of the Audit Committee is unable or fails to perform his/her duties, a member of the Audit Committee nominated by a majority of the members of the Audit Committee shall preside.

A shareholders' meeting convened by the shareholders on their own initiative shall be presided over by the convener or a representative nominated by the convener.

Voting at and Resolutions of Shareholders' Meetings

Resolutions of a shareholders' meeting include ordinary resolutions and special resolutions. Ordinary resolutions put forward at the shareholders' meeting shall be adopted by more than half of shareholders (including their proxies) with voting rights attending the shareholders' meeting. Special resolutions put forward at the shareholders' meeting shall be adopted by more than two-thirds of the shareholders (including their proxies) with voting rights attending the meeting.

The following matters shall be resolved by way of ordinary resolutions at a shareholders' meeting:

(i) work reports of the board of directors;

(ii) profit distribution plans and loss recovery plans prepared by the board of directors;

(iii) appointment and dismissal of directors, their remuneration and payment terms;

(iv) annual reports of the Company;

(v) other matters other than those required to be passed by special resolutions as stipulated by laws, administrative regulations, departmental rules, the Articles of Association, the Hong Kong Listing Rules or securities regulatory rules of the place where the Company's shares are **[REDACTED]**.

The following matters shall be resolved by way of special resolutions at a shareholders' meeting:

(i) increase or reduction in the registered capital;

(ii) division, spin-off, merger, dissolution and liquidation (including voluntary winding-up) of the Company;

(iii) amendments to the Articles of Association;

(iv) equity incentive plans;

(v) the purchases and disposals of material assets or provision of guarantees within one year, which exceed 30% of the latest audited total assets of the Company;

(vi) other matters stipulated by laws, administrative regulations, departmental rules, the Articles of Association, the Hong Kong Listing Rules or securities regulatory rules of the place where the Company's shares are **[REDACTED]**, and other matters considered by the shareholders' meeting, by way of ordinary resolution, to have a material impact on the Company and need to be approved by special resolution.

Shareholders (including proxies thereof) shall exercise their voting rights as per the voting shares they represent. Each share carries the right to one vote.

The shares held by the Company have no voting rights, and such shares shall not be counted as the total number of shares with voting rights held by shareholders attending the meeting and shall not be deposited in the Central Clearing and Settlement System.

Where a shareholder purchasing the shares with voting rights of the Company violates paragraph 1 or 2 of Article 63 of the Securities Law of the PRC, the voting rights of the shares that exceed the prescribed proportion shall not be exercised within 36 months after purchasing, and such shares shall not be counted in the total number of shares with voting rights present at the shareholders' meeting.

The board of directors, independent directors, shareholders holding more than 1% of the Company's total shares with voting rights or the investor protection corporation established in accordance with laws, administrative regulations and the provisions of the CSRC may publicly collect voting rights from shareholders. Information including the specific voting intention shall be fully disclosed to shareholders from whom voting rights are being solicited. It is prohibited to solicit voting rights from shareholders by offering consideration or consideration in disguised form. The Company shall not impose any limit on the minimum shareholding in respect of the soliciting voting rights except for the statutory conditions.

Pursuant to the applicable laws, regulations, normative documents and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, in the event that any shareholders are required to abstain from voting on any particular resolution, or are restricted to voting only for (or against) any particular resolution, any votes cast by or on behalf of such shareholders in contravention of any such requirement or restriction shall not be counted.

DIRECTORS AND BOARD OF DIRECTORS

Directors

Directors shall be qualified for their positions as provided in the Articles of Association.

Directors shall be elected or replaced by the shareholders' meeting and may be removed from office by the shareholders' meeting before the expiration of their term of office. However, such removal shall not affect any claim for damages that such directors may bring under any contract. Directors shall be appointed for a term of three years and may be re-elected upon the expiry of their term of office, unless otherwise provided in relevant laws, regulations and securities regulatory rules of the place where the Company's shares are **[REDACTED]**.

The tenure of a director shall start from the date on which the director assumes office until the expiration of the term of the incumbent board of directors. In the event that the terms of directors fall upon maturity whereas new members of the board of directors are not re-elected in time, the existing directors shall continue to perform their duties in accordance with the laws, administrative regulations, departmental rules, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association until the elected directors assume their office.

A general manager or any other senior management may concurrently serve as a director, provided that the total number of the directors concurrently serving as managers or other senior management and the directors who are employee representatives does not exceed half of the total number of the Company's directors.

Subject to the securities regulatory rules of the place where the Company's shares are **[REDACTED]**, if the board of directors appoints any person to fill a casual vacancy or as an addition to the board of directors, such appointed director shall hold office only until the first annual shareholders' meeting of the Company after his/her appointment and shall be eligible for re-election at the meeting.

Board of Directors

The board of directors shall be composed of nine to eleven directors, including one chairman and one vice chairman. The chairman and vice chairman shall be elected by a majority vote of all directors. The directors of the Company are divided into executive directors, non-executive directors and independent non-executive directors, among which non-executive directors refer to the directors who do not hold management positions in the Company, and one employee representative director shall be included among the executive directors or non-executive directors. At least one of the independent non-executive Directors shall be a financial or accounting professional with appropriate accounting or relevant financial management expertise, or appropriate professional qualifications as referred to in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and at least one independent non-executive Director shall be ordinarily resident in Hong Kong.

The board of directors shall exercise the following functions and powers:

(i) to convene the shareholders' meeting and to report on its work to the shareholders at the shareholders' meeting;

(ii) to implement the resolutions adopted by the shareholders at the shareholders' meeting;

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

(iv) to formulate the Company's profit distribution proposals and loss recovery proposals;

(v) 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 **[REDACTED]**;

(vi) to formulate plans for major acquisition, repurchase of shares of the Company or merger, division, dissolution and changing the form of the Company;

(vii) within the scope authorized by the shareholders' meeting, to decide on matters such as the Company's external investment, external financing, acquisition and sale of assets, asset pledges, external guarantees, entrusted financial management, transactions and connected transactions (other than transactions or connected transactions that are required to be submitted to the shareholders' meeting for consideration), external donations and other matters;

(viii) to decide on the Company's internal management structure;

(ix) to appoint or dismiss the general manager and secretary to the board of directors of the Company and decide on their remuneration as well as reward and punishment issues; pursuant to the nominations of the general manager, to determine the appointment or dismissal of other senior management, such as the deputy general manager and chief financial officer, of the Company and decide on their remuneration as well as reward and punishment;

(x) to formulate the basic management system of the Company;

(xi) to formulate the proposal for the amendments to the Articles of Association;

(xii) to manage the Company's information disclosure matters;

(xiii) to propose to the shareholders' meeting for employment or replacement of the accountancy firm that conducts audits for the Company;

(xiv) to hear reports from the Company's general manager and inspect the performance of the general manager;

(xv) to consider and approve external guarantee matters other than those that require consideration at the shareholders' meeting;

(xvi) other powers conferred by the laws, administrative regulations, departmental rules, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the securities regulatory rules of the place where the Company's shares are **[REDACTED]** or the Articles of Association;

Matters concerning the provision of guarantees that require approval by the board of directors must be approved by more than two-thirds of the directors present at the meeting of the board of directors and not less than one-half of all directors.

The meeting of the board of directors shall be held only when more than half of the directors are present. Unless otherwise provided in the Articles of Association, resolutions of the board of directors shall be passed by more than half of all directors.

Resolutions of the board of directors are voted by way of poll with each director having one vote.

Independent Directors

The Company shall establish a dedicated working mechanism for independent directors. Where the board of directors deliberates connected transactions and other matters, prior consent shall be obtained through such special meetings of independent directors.

The Company shall convene special meetings of independent directors on a regular or ad hoc basis. The matters listed in the second paragraph of Article 136 and items (1) to (3) under the first paragraph of Article 137 of the Articles of Association shall be reviewed at such special meetings of independent directors.

A special meeting of independent directors shall be convened and presided over by an independent director jointly elected by more than half of the independent directors. If the convenor fails to perform or is unable to perform his or her duties, two or more independent directors may convene the meeting themselves and elect a representative to preside over it.

Special Committees of the Board of Directors

The board of directors shall establish an Audit Committee to exercise the functions and powers of the supervisory committee as stipulated in the Company Law of the PRC.

The board of directors of the Company shall establish other special committees, including the Strategy Committee, the Nomination Committee, and the Remuneration and Assessment Committee, which shall perform their duties in accordance with the Articles of Association and the authorization of the board of directors. Proposals of the special committees shall be submitted to the board of directors for consideration and approval. The board of directors shall be responsible for formulating working rules for the special committees, and specifying matters such as composition, member terms, scope of responsibilities, rules of procedure and record keeping of the special committees.

Senior Management

The Company shall have one general manager, who shall be nominated by the chairman of the board of directors and appointed or dismissed by the board of directors. The Company shall have certain deputy general managers, who shall be appointed or dismissed by the board of directors. The general manager, deputy general managers, chief financial officer and secretary to the board of directors shall be senior management of the Company.

The provisions in the Articles of Association in relation to the circumstances under which a person may not serve as a director and the resignation management system shall apply to the senior management.

The general manager shall be responsible to the board of directors and exercise the following functions and powers:

(i) to be in charge of the Company's production, operation and management, and to organize and implement the resolutions of the board of directors and report on works to the board of directors;

(ii) to organize the implementation of the Company's annual business plan and investment proposals;

(iii) to draft plans for the establishment of the Company's internal management structure;

(iv) to draft the Company's basic management system;

(v) to formulate specific rules and regulations for the Company;

(vi) to advise to the board of directors on the appointment or dismissal of the deputy general managers, the chief financial officer and other senior management;

(vii) to decide on the appointment or dismissal of the responsible management personnel other than those required to be appointed or dismissed by the board of directors;

(viii) such other functions and powers as authorized by the Articles of Association or the board of directors.

The general manager shall attend meetings of the board of directors.

FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDITING

Financial and Accounting System

The Company shall formulate its financial accounting system in accordance with laws, administrative regulations and provisions of relevant state departments. The Company shall prepare a financial and accounting report at the end of each financial year, which shall be audited by an accounting firm as required by law.

The Company shall not keep accounting books other than those provided by law. It is not allowed to open an account to deposit the Company's funds in the name of any individual.

The Company is required to allocate 10% of its profits into its statutory reserve fund when distributing each year's after-tax profits. If the accumulated amount of the Company's statutory reserve fund reaches 50% or more of the Company's registered capital, no further allocation may be made.

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.

If the Company distributes profit to shareholders in violation of the Company Law of the PRC, the shareholders shall return such distributed profits to the Company; if losses are caused to the Company, the shareholders and the directors and senior management who are responsible shall bear liability for compensation.

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

The reserve funds of the Company may be used to make up the losses of the Company, expand its production and operation, or be converted to registered capital of the Company. When making up the Company's losses, the discretionary reserve fund and the statutory reserve fund shall be used first; if the losses still cannot be fully covered, the capital reserve may be used to make up for the losses according to provisions. When the statutory reserve fund is converted into the registered capital, the balance of such reserve fund shall not be less than 25% of the registered capital of the Company before the conversion.

Internal Audit

The Company shall implement its internal audit system, clarifying the leadership system, responsibilities and authorities, staffing, funding guarantee, application of audit results and accountability of internal audit work. The internal audit system of the Company shall be implemented upon approval by the board of directors.

Appointment of Accounting Firm

The Company shall appoint an accounting firm which is qualified under the Securities Law of the PRC and the securities regulatory rules of the place where the Company's shares are **[REDACTED]** to audit the financial statements, verify the net assets and provide other related consulting services for a term of one year. The accounting firm is eligible to be re-appointed. The engagement or dismissal of accounting firms by the Company shall be decided by the shareholders' meeting. The board of directors shall not appoint an accounting firm before a decision is made at 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 auditing fee of an accounting firm shall be determined at the shareholders' meeting.

If the Company dismisses or no longer re-appoints the accounting firm, it shall notify such accounting firm 30 days in advance. When the dismissal of the accounting firm is voted for at the shareholders' meeting, such accounting firm shall be entitled to state its opinions. If the accounting firm offers to terminate the engagement contract, it shall explain to the shareholders' meeting whether the Company has engaged in any misconduct.

MERGER, DIVISION, CAPITAL INCREASE AND REDUCTION, DISSOLUTION AND LIQUIDATION

Merger, Division, Capital Increase and Reduction

Corporate merger may take the form of merger by absorption or by establishment. Merger by absorption refers to a company absorbing another company, in which the company being absorbed shall be dissolved. Merger by establishment refers to the establishment of a new company by merging two or more companies, whereby the merging parties shall be dissolved.

In the event of any merger involving the Company, the Company shall enter into a merger agreement with other parties involved and prepare a balance sheet and a list of assets. The Company shall notify its creditors within 10 days from the date of the Company's resolution on merger and shall publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days. The creditors may request the Company to discharge its obligations or offer appropriate security within 30 days after receiving such notice, or if they fail to receive such notice, within 45 days after the publication of such announcement.

In the event of any merger involving the Company, the surviving company or the newly established company shall assume all claims and debts of the parties involved in such merger.

In the event of any division of the Company, its assets shall be divided accordingly, and the Company shall prepare a balance sheet and a list of assets. The Company shall notify its creditors within 10 days from the date of the Company's resolution on division and shall publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days. Unless otherwise agreed by the Company and its creditors in writing prior to such division with respect to the discharge of obligations, the company divided from the Company shall be jointly and severally liable for the obligations of the Company prior to such division.

The Company shall prepare a balance sheet and a list of assets in the event it is required to reduce its registered capital. The Company shall notify its creditors within 10 days from the date of the Company's resolution on the reduction of the registered capital and shall publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days. The creditors are entitled to request the Company to discharge its obligations or offer appropriate security within 30 days after receiving such notice, or if they fail to receive such notice, within 45 days after the publication of such announcement.

After reducing its registered capital according to the two preceding paragraphs, the Company may not distribute its profits until and unless the accumulated amount of statutory reserve and discretionary reserve reaches 50% of the Company's registered capital.

Where the merger or division of the Company results in a change in its registered particulars, such change shall be registered with the Company registry according to law. Where the Company is dissolved, it shall cancel its registration according to law. Where a new company is established, its establishment shall be registered according to law. Any increase or reduction of the registered capital of the Company shall be registered with the company registry according to law.

Dissolution and Liquidation

The Company shall be dissolved for the following reasons:

(i) the business term specified in the Articles of Association expires or other dissolution reasons specified in the Articles of Association occur;

(ii) a resolution for dissolution is passed by shareholders present at the shareholders' meeting representing more than two-thirds of voting rights;

(iii) dissolution is necessary as a result of a merger or division of the Company;

(iv) the Company's business license is revoked, or the Company is ordered to close or be revoked according to law;

(v) where the Company encounters significant difficulties in its operation and management, continuous survival may be significantly detrimental to the interests of the shareholders, and the difficulties cannot be resolved through other means, shareholders who hold more than 10% of voting rights of the Company's shareholders may request the people's court to dissolve the Company.

If the Company has any reasons for dissolution specified in the aforesaid provisions, it shall publicize the reasons for dissolution through the National Enterprise Credit Information Publicity System within 10 days.

Where the Company falls under circumstances set out in paragraphs (i) and (ii) above and has not yet distributed any assets to its shareholders, it may continue to exist by amending the Articles of Association or by resolution of the shareholders' meeting. Amendments to the Articles of Association pursuant to the aforesaid provisions or resolution of the shareholders' meeting shall be passed by two-thirds or more of the voting rights held by the shareholders present at a shareholders' meeting.

Where the Company is dissolved under the circumstances set out in paragraphs (i), (ii), (iv) and (v) above, it shall be liquidated. The directors shall be the liquidation obligors of the Company, and the liquidation committee shall be established within 15 days from the date on which the reason for dissolution occurs. The liquidation committee shall consist of directors, except where otherwise provided in the Articles of Association or otherwise selected by the resolution at the shareholders' meeting. If a liquidation obligor fails to promptly perform his/her liquidation obligations, causing losses to the Company or creditors, such obligor shall be liable for compensation.

The liquidation committee shall notify the creditors within 10 days from the date of its establishment and shall publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System and in such manner as required by the stock exchange where the Company's shares are **[REDACTED]** within 60 days. The creditors shall declare their claims to the liquidation committee within 30 days of the date on which the notice is received or 45 days of the date of such announcement if the notice is not received. Creditors who declare their claims shall state relevant issues related to the claims and provide proof. The liquidation committee shall carry out registration of the claims.

During the period for declaration of claims, the liquidation committee shall not make any payment to the creditors.

During the liquidation period, the Company continues to exist, but it may not commence operational activities not related to the liquidation. The assets of the Company shall not be distributed to its shareholders until the debts have been paid in accordance with the provisions of the preceding paragraph.

Where liquidation committee, after taking stock of the Company's assets and preparing a balance sheet and a list of assets, finds that the Company's assets are insufficient to pay the debts, it shall apply to the people's court for bankruptcy liquidation according to law. After the people's court accepts the application for bankruptcy liquidation, the liquidation committee shall transfer the liquidation matters to the bankrupt administrator designated by the people's court.

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 file it with the company registration authority to apply for the deregistration of the Company.

Where the Company is declared bankrupt according to law, bankruptcy liquidation shall be carried out in accordance with the relevant laws on enterprise bankruptcy.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

(i) after the Company Law of the PRC or relevant laws, administrative regulations, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other regulatory requirements of the place where the Company's shares are **[REDACTED]** are amended, the matters specified in the Articles of Association conflict with the provisions of the amended laws, administrative regulations, etc.;

(ii) where the Company's circumstances change to such an extent that they are inconsistent with what is recorded in the Articles of Association;

(iii) the shareholders' meeting has decided on amending 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 in accordance with the law. When matters relating to amendments to the Articles of Association are reviewed at the shareholders' meeting, it shall be passed by more than two-thirds of the voting rights held by the shareholders present at the shareholders' meeting.

The board of directors shall amend the Articles of Association according to the resolution of the shareholders' meeting on the amendment of the Articles of Association and the review and approval opinions (if any) of the competent authority.

Any amendment to the Articles of Association shall be subject to announcement if so required by the laws and regulations.