
APPENDIX IV

SUMMARY OF ARTICLES OF ASSOCIATION

This appendix contains a summary of the principal provisions of the Articles of Association of the Company adopted on June 25, 2026, which will take effect on the date of [REDACTED] of the [REDACTED] on the [REDACTED]. This appendix is intended primarily to provide potential [REDACTED] with an overview of the Company’s Articles of Association and therefore may not contain all information that may be material to potential [REDACTED].

ISSUANCE OF SHARES

The issuance of shares by the Company shall be conducted on an open, fair and just basis, and each share of the same class shall have equal rights.

For shares of the same class issued in the same tranche, the issue terms and price per share shall be the same; each subscriber shall pay the same amount per share for the shares subscribed by them.

INCREASE AND REDUCTION OF SHARE CAPITAL AND REPURCHASE OF SHARES

Capital increase

The Company may, in accordance with the provisions of laws and regulations and upon separate resolutions passed by the shareholders’ meeting, increase its share capital by the following methods as needed for its operations and development:

- (1) issuing shares to non-specific persons;
- (2) issuing shares to specific persons;
- (3) issuing bonus shares to existing shareholders;
- (4) converting capital reserves into share capital;
- (5) other methods as provided by laws, administrative regulations, the Hong Kong Listing Rules and the CSRC regulations.

Capital Reduction

The Company may reduce its registered share capital. The reduction of the Company’s registered share capital shall be handled in accordance with the procedures set forth in the Company Law, the Hong Kong Listing Rules, regulations and regulatory rules of the place where the Company’s shares are [REDACTED] and other relevant regulations and these Articles of Association.

Share Repurchase

The Company shall not purchase its own shares, except under any of the following circumstances:

- (1) to reduce the Company’s registered share capital;
- (2) to merge with another company that holds shares of the Company;
- (3) to use shares for employee share ownership plans or equity incentives;
- (4) where a shareholder, objecting to a shareholders’ meeting resolution on the merger or division of the Company, requests the Company to acquire its shares;
- (5) to use shares for conversion of convertible corporate bonds issued by the Company;

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- (6) where necessary for the Company to safeguard its value and the rights and interests of shareholders;
- (7) other circumstances permitted by laws, regulations and regulatory rules of the place where the Company’s shares are [REDACTED].

Except for the above circumstances, the Company shall not repurchase its own shares.

Where the Company repurchases its own shares under circumstances (1) or (2) above, a shareholders’ meeting resolution shall be required. Where the Company repurchases its own shares under circumstances (3), (5) or (6) above, a resolution of the Board of Directors at a meeting attended by two-thirds or more of the directors may be adopted in accordance with these Articles of Association or the authorization of the shareholders’ meeting.

After repurchasing its own shares in accordance with the preceding paragraph, the Company shall, under circumstance (1), cancel such shares within 10 days from the date of repurchase; under circumstances (2) or (4), transfer or cancel such shares within six months; under circumstances (3), (5) or (6), the aggregate number of shares held by the Company 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.

Transfer of Shares

Shares issued before the Company’s [REDACTED] shall not be transferred within one year from the date of [REDACTED] and [REDACTED] of the Company’s shares on a [REDACTED].

Directors and senior management of the Company shall report to the Company the shares of the Company held by them and any changes thereto. During their tenure as determined at the time of appointment, the number of shares of the same class transferred in each year shall not exceed 25% of the total number of shares of the same class held by them; the shares of the Company held by them shall not be transferred within one year from the date of [REDACTED] and [REDACTED] of the Company’s shares. The above-mentioned persons shall not transfer the shares of the Company held by them within six months after their resignation.

Where shares are pledged during the restricted transfer period as provided by laws and administrative regulations, the pledgee shall not exercise the pledge right during the restricted transfer period.

Where the Hong Kong Listing Rules and the relevant provisions of the securities regulatory authorities of the place where the Company’s shares are [REDACTED] have other provisions on the transfer restrictions of the Company’s shares, such provisions shall prevail.

RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

Shareholders

The Company shall maintain a shareholders’ register based on the certificates provided by the securities registration and settlement institution. The shareholders’ register shall be sufficient evidence to prove the shares held by shareholders. Shareholders shall enjoy rights and assume obligations according to the class of shares they hold; shareholders holding shares of the same class shall enjoy equal rights and assume the same obligations. The Company shall issue shares in paper form and/or adopt paperless [REDACTED] and [REDACTED] in accordance with the provisions of the applicable regulatory rules, and the share certificates shall specify the matters required by the applicable regulatory rules.

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Rights and obligations of shareholders

Shareholders of the Company shall enjoy the following rights:

- (1) to receive dividends and other forms of profit distribution in accordance with their shareholding proportions;
- (2) to request, convene, preside over, participate in or appoint a proxy to attend shareholders' meetings in accordance with the Company Law and these Articles of Association, and to exercise the corresponding voting rights;
- (3) to supervise the Company's operations, and to make suggestions or inquiries;
- (4) to transfer, donate or pledge their shares in accordance with laws, administrative regulations, the Hong Kong Listing Rules, the Securities and Futures Ordinance, the USM Rules and the relevant provisions of the securities regulatory authorities and stock exchanges of the place where the Company's shares are [REDACTED], and these Articles of Association;
- (5) to inspect and copy the Articles of Association, the shareholders' register, the minutes of shareholders' meetings, resolutions of the Board of Directors, financial and accounting reports, and qualified shareholders may inspect the Company's accounting books and vouchers;
- (6) upon termination or liquidation of the Company, to participate in the distribution of the remaining property of the Company in accordance with their shareholding proportions;
- (7) shareholders who object to a shareholders' meeting resolution on the merger or division of the Company may request the Company to acquire their shares;
- (8) to inspect the Hong Kong branch of the shareholders' register, provided that the Company may suspend the registration of shareholders in accordance with provisions equivalent to Section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
- (9) other rights provided by laws, administrative regulations, departmental rules or these Articles of Association.

Where shareholders request to inspect and copy the Company's relevant materials, they shall comply with the provisions of laws and administrative regulations such as the Company Law and the Securities Law.

Where shareholders who individually or jointly hold 3% or more of the Company's shares for 180 consecutive days or more request to inspect the Company's accounting books and vouchers, the provisions of Article 57, paragraphs 2, 3 and 4 of the Company Law shall apply.

Where shareholders request to inspect and copy relevant materials of a wholly-owned subsidiary of the Company, the provisions of the preceding two paragraphs shall apply.

Shareholders of the Company shall assume the following obligations:

- (1) to comply with laws, administrative regulations and these Articles of Association;
- (2) to pay the share capital in accordance with the shares subscribed and the method of subscription;

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- (3) not to withdraw their share capital except as provided by laws and regulations;
- (4) not to abuse shareholder rights to harm the interests of the Company or other shareholders; not to abuse the Company’s independent legal person status and shareholders’ limited liability to harm the interests of the Company’s creditors;
- (5) other obligations that should be assumed as provided by laws, administrative regulations and these Articles of Association.

Where shareholders abuse their shareholder rights and cause losses to the Company or other shareholders, they shall be liable for compensation in accordance with the law. Where shareholders abuse the Company’s independent legal person status and shareholders’ limited liability to evade debts and seriously harm the interests of the Company’s creditors, they shall bear joint and several liability for the Company’s debts.

Where shareholders use two or more companies controlled by them to commit the acts provided in the preceding paragraph, each company shall bear joint and several liability for the debts of any one of the companies.

SHAREHOLDERS’ MEETING

General provisions on shareholders’ meeting

The shareholders’ meeting of the Company shall be composed of all shareholders. The shareholders’ meeting is the authority of the Company and shall exercise the following powers in accordance with the law:

- (1) to elect and replace directors who are not employee representatives, and to decide on the remuneration of directors;
- (2) to consider and approve the report of the Board of Directors;
- (3) to consider and approve the Company’s profit distribution plan and plan for making up losses;
- (4) to resolve on the increase or decrease of the Company’s registered share capital and the issuance of any type of shares, warrants and other similar securities;
- (5) to resolve on the issuance of corporate bonds;
- (6) to resolve on the merger, division, dissolution, liquidation (including voluntary winding-up) or change of corporate form of the Company;
- (7) to amend these Articles of Association;
- (8) to resolve on the appointment and dismissal of the accounting firm engaged by the Company for audit services;
- (9) to consider and approve guarantee matters as provided in Article 44 of these Articles of Association;
- (10) to consider matters involving the purchase or sale of major assets by the Company within one year exceeding 30% of the Company’s latest audited total assets;

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- (11) to consider and approve equity incentive plans and employee share ownership plans;
- (12) to consider other matters that should be decided by the shareholders’ meeting as provided by laws, administrative regulations, departmental rules or these Articles of Association;
- (13) other matters required by the listing rules of the stock exchange where the Company’s shares are [REDACTED].

The shareholders’ meeting may authorize the Board of Directors to resolve on the issuance of corporate bonds.

Except as otherwise provided by laws, administrative regulations, the Hong Kong Listing Rules, CSRC regulations or stock exchange rules, the above powers of the shareholders’ meeting shall not be exercised by the Board of Directors or other institutions or individuals by way of authorization.

An extraordinary shareholders’ meeting shall be convened within two months from the occurrence of any of the following circumstances:

- (1) where the number of directors falls below the number required by the Company Law or two-thirds of the number prescribed by these Articles of Association;
- (2) where the Company’s uncovered losses reach one-third of the total share capital;
- (3) upon the request of shareholders individually or jointly holding 10% or more of the Company’s shares (calculated as of the date of the shareholders’ written request);
- (4) where the Board of Directors deems it necessary;
- (5) where the audit committee proposes to convene a meeting;
- (6) other circumstances provided by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules or these Articles of Association.

Convening a shareholders’ meeting

With the consent of a majority of all independent directors, independent directors have the right to propose to the Board of Directors to convene an extraordinary shareholders’ meeting. Upon receiving a proposal from independent directors to convene an extraordinary shareholders’ meeting, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules and these Articles of Association, provide written feedback on whether it agrees to convene an extraordinary shareholders’ meeting within 10 days of receiving the proposal. 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 the board resolution; if the Board of Directors does not agree to convene an extraordinary shareholders’ meeting, it shall state the reasons and make an announcement.

Shareholders individually or jointly holding 10% or more of the Company’s shares who request the Board of Directors to convene an extraordinary shareholders’ meeting shall make the request to the Board of Directors in writing. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules and these Articles of Association, provide written feedback on whether it agrees to convene an extraordinary shareholders’ meeting within 10 days of receiving the request.

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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 the board resolution. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

If the Board of Directors does not agree to convene an extraordinary shareholders’ meeting or fails to respond within 10 days of receiving the request, shareholders individually or jointly holding 10% or more of the Company’s shares may propose to the audit committee to convene an extraordinary shareholders’ meeting by making a request to the audit committee in writing.

If the audit committee agrees to convene an extraordinary shareholders’ meeting, it shall issue a notice of the shareholders’ meeting within five days of receiving the request. Any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

If the audit committee fails to issue a notice of the shareholders’ meeting within the prescribed time limit, it shall be deemed that the audit committee does not convene and preside over the shareholders’ meeting, and shareholders individually or jointly holding 10% or more of the Company’s shares for 90 consecutive days or more may convene and preside over the meeting on their own.

Where the audit committee or shareholders individually or jointly holding 10% or more of the Company’s shares decide to convene a shareholders’ meeting on their own, they shall notify the Board of Directors in writing and, in accordance with applicable laws and regulations, file for record with the relevant competent authorities and the stock exchange where the Company’s shares are [REDACTED] (if required).

Where shareholders convene a shareholders’ meeting on their own, the aggregate shareholding ratio of the shareholders convening the meeting shall not be less than 10% before the shareholders’ meeting resolution is made.

Notice of shareholders’ meeting

The convener shall notify each shareholder of an annual shareholders’ meeting 21 days before the meeting, and of an extraordinary shareholders’ meeting 15 days before the meeting. In calculating the time period, the date of the meeting shall not be included. Where laws, regulations, the Hong Kong Listing Rules, the listing rules of the place where the Company’s shares are [REDACTED] and securities regulatory authorities have other provisions, such provisions shall prevail.

Notice of a shareholders’ meeting shall be delivered to shareholders (whether or not they have voting rights at the shareholders’ meeting) by personal delivery or by prepaid postage mail, addressed to the address recorded in the shareholders’ register, or published on the Company’s website or the website designated by the Hong Kong Stock Exchange, subject to compliance with applicable laws, regulations and the listing rules of the place where the Company’s shares are [REDACTED]. If a notice should be given to holders of overseas listed foreign shares in accordance with these Articles of Association, such notice shall also be published in the manner prescribed by the Hong Kong Listing Rules. For holders of domestic shares, the notice of shareholders’ meeting may also be given by way of public announcement.

The notice of a shareholders’ meeting shall include the following:

- (1) the time, place and duration of the meeting;
- (2) the matters and proposals to be considered at the meeting;

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- (3) a clear statement in conspicuous text that all shareholders are entitled to attend the shareholders’ meeting and may appoint a proxy in writing to attend and vote, and that such proxy need not be a shareholder of the Company;
- (4) the record date for shareholders entitled to attend the shareholders’ meeting;
- (5) the name and telephone number of the standing contact person for meeting affairs;
- (6) the voting time and procedures for other methods of voting;
- (7) other requirements provided by laws, regulations, regulatory rules of the place where the Company’s shares are [REDACTED], and these Articles of Association.

Resolutions of shareholders’ meeting

Shareholders’ meeting resolutions are divided into ordinary resolutions and special resolutions.

An ordinary resolution at a shareholders’ meeting shall be passed by a majority of the voting rights represented by shareholders present at the meeting.

A special resolution at a shareholders’ meeting shall be passed by a two-thirds majority of the voting rights represented by shareholders present at the meeting.

The following matters shall be passed by ordinary resolutions at a shareholders’ meeting:

- (1) the work report of the Board of Directors;
- (2) the profit distribution plan and loss recovery plan formulated by the Board of Directors;
- (3) the appointment, removal and remuneration and payment method of directors;
- (4) other matters except those that should be passed by special resolution as provided by laws, administrative regulations, the listing rules of the place where the Company’s shares are [REDACTED], or these Articles of Association.

The following matters shall be passed by special resolutions at a shareholders’ meeting:

- (1) increase or decrease of the Company’s registered share capital;
- (2) division, spin-off, merger, dissolution and liquidation (including voluntary winding-up) of the Company;
- (3) amendment of these Articles of Association;
- (4) where the amount of purchase or sale of major assets or provision of guarantees to others within one year exceeds 30% of the Company’s latest audited total assets;
- (5) other matters provided by laws, administrative regulations, the listing rules of the place where the Company’s shares are [REDACTED], or these Articles of Association, and other matters that the shareholders’ meeting determines by ordinary resolution will have a significant impact on the Company and require a special resolution.

Shareholders exercise their voting rights according to the number of voting shares they represent, with one vote per share.

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Shares of the Company held by the Company itself have no voting rights, and such shares shall not be counted in the total number of voting shares represented by shareholders present at the meeting.

When the shareholders’ meeting considers connected transaction matters, connected shareholders shall not participate in the vote, and the voting rights represented by them shall not be counted in the total valid votes.

If the stock exchange of the place where the Company’s shares are [REDACTED] requires any shareholder to abstain from voting on a resolution matter, or restricts any shareholder to voting only in favor of (or against) a resolution matter, any votes cast by such shareholders or their representatives in violation of such requirements or restrictions shall not be counted.

DIRECTORS AND BOARD OF DIRECTORS

Directors

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, with such removal taking effect on the date of the shareholders’ meeting resolution. Directors shall serve a term of three years, and upon expiry of their term and subject to compliance with the Hong Kong Listing Rules, they may be re-elected upon re-election.

Directors may concurrently serve as senior management, provided that the total number of directors concurrently serving as senior management and directors serving as employee representatives shall not exceed one-half of the total number of directors of the Company.

Board of Directors

The Company shall have a Board of Directors consisting of seven directors, including one director representing employees and three independent directors. The Board of Directors shall have one chairman, who shall represent the Company in executing corporate affairs. The chairman shall be elected by the Board of Directors by a majority of all directors.

The Board of Directors shall exercise the following powers:

- (1) to convene shareholders’ meetings and report to the shareholders’ meeting;
- (2) to implement the resolutions of the shareholders’ meeting;
- (3) to decide on the Company’s operational plans and investment plans;
- (4) to formulate the Company’s profit distribution plan and loss recovery plan;
- (5) to formulate plans for increase or decrease of the Company’s registered share capital, issuance of bonds or other securities and listing;
- (6) to formulate plans for major acquisitions, repurchase of the Company’s shares, mergers, divisions, dissolutions and changes of corporate form;
- (7) within the scope of authorization by the shareholders’ meeting, to decide on matters such as external investments, acquisition and sale of assets, asset mortgage, external guarantees, entrusted wealth management, connected transactions, and external donations;
- (8) to decide on the establishment of the Company’s internal management structure;

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- (9) to decide on the appointment or dismissal of the Company’s manager, chief financial officer and other senior management, and to decide on their remuneration and rewards and punishments; based on the manager’s nomination, to decide on the appointment or dismissal of deputy managers, chief financial officer and other senior management, and to decide on their remuneration and rewards and punishments;
- (10) to formulate the Company’s basic management systems;
- (11) to formulate plans for amending these Articles of Association;
- (12) to manage the Company’s information disclosure matters;
- (13) to propose to the shareholders’ meeting the appointment or replacement of the accounting firm for the Company’s audit;
- (14) to listen to the work report of the Company’s manager and inspect the manager’s work;
- (15) to consider and approve external guarantee matters of the Company other than those provided in Article 44 of these Articles of Association;
- (16) other powers conferred by laws, administrative regulations, departmental rules, the listing rules of the place where the Company’s shares are [REDACTED], these Articles of Association, or the shareholders’ meeting.

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

The chairman shall exercise the following powers:

- (1) to preside over shareholders’ meetings and to convene and preside over meetings of the Board of Directors;
- (2) to supervise and inspect the implementation of resolutions of the Board of Directors;
- (3) other powers conferred by the Board of Directors.

The Board of Directors shall hold at least four meetings each year, convened by the chairman, and all directors shall be notified in writing at least 10 days before the meeting.

Shareholders representing 10% or more of the voting rights, one-third or more of the directors, or the audit committee may propose to convene an interim meeting of the Board of Directors. The chairman shall convene and preside over the meeting within 10 days after receiving the proposal.

A meeting of the Board of Directors may be held only if more than half of the directors are present. Resolutions of the Board of Directors must be passed by a majority of all directors. Voting on resolutions of the Board of Directors shall be on a one-vote-per-director basis.

Audit Committee

The Company’s Board of Directors shall establish an audit committee, which shall exercise the powers of the supervisory board as provided in the Company Law.

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The audit committee shall be responsible for reviewing the Company’s financial information and its disclosure, and supervising and evaluating internal and external audit work and internal controls. The following matters shall be submitted to the Board of Directors for consideration after being approved by a majority of all members of the audit committee:

- (1) appointment or dismissal of the accounting firm engaged by the Company for audit services;
- (2) changes in accounting policies or estimates, or corrections of material accounting errors, for reasons other than changes in accounting standards;
- (3) other matters provided by laws, administrative regulations, the Hong Kong Listing Rules, CSRC regulations and these Articles of Association.

Manager

The Company shall have one manager, who shall be appointed or dismissed by the Board of Directors. The Company may have deputy managers, who shall be appointed or dismissed by the Board of Directors.

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

- (1) to preside over the Company’s production and operation management, organize the implementation of board resolutions, and report to the Board of Directors;
- (2) to organize the implementation of the Company’s annual operating plan and investment plan;
- (3) to formulate plans for the establishment of the Company’s internal management structure;
- (4) to formulate the Company’s basic management systems;
- (5) to formulate the Company’s specific rules and regulations;
- (6) to propose to the Board of Directors the appointment or dismissal of deputy managers, chief financial officer and other senior management;
- (7) to decide on the appointment or dismissal of management personnel other than those whose appointment or dismissal should be decided by the Board of Directors;
- (8) for transaction matters that do not meet the standards for consideration by the Board of Directors as provided in these Articles of Association, the chairman or manager of the Company shall approve and decide in accordance with the authorization of the Board of Directors;
- (9) other powers conferred by these Articles of Association or the Board of Directors.

The manager shall attend meetings of the Board of Directors as a non-voting participant.

Financial and Accounting System

The periodic reports on the Company’s H Shares include annual reports and interim reports. The Company shall disclose preliminary announcements of annual results within three months after the end of each fiscal year, and shall prepare and disclose the annual financial and accounting reports within four months from the end of each fiscal year and at least 21 days before the date of the annual general

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meeting. The Company shall disclose preliminary announcements of interim results within two months after the end of the first half of each fiscal year, and shall prepare and disclose the interim financial and accounting reports within three months from the end of the first half of each fiscal year. The Company may submit and disclose quarterly reports in accordance with the relevant provisions of the stock exchange of the place where the Company’s shares are [REDACTED]. Where the regulatory rules of the place where the Company’s shares are [REDACTED] have other provisions, such provisions shall prevail.

The above financial and accounting reports shall be prepared in accordance with the provisions of relevant laws, administrative regulations, the Hong Kong Listing Rules, the CSRC and the securities regulatory authorities and stock exchanges of the place where the Company’s shares are [REDACTED].

The Company’s annual financial reports shall be made available at the Company’s premises for inspection by shareholders 20 days before the convening of the annual shareholders’ meeting.

Profit Distribution

When distributing after-tax profits for the year, the Company shall set aside 10% of the profits as the statutory common reserve fund. When the accumulated amount of the Company’s statutory common reserve fund reaches 50% or more of the Company’s registered share capital, it may no longer be set aside.

If the Company’s statutory common reserve fund is insufficient to cover losses from previous years, before setting aside the statutory common reserve fund in accordance with the preceding paragraph, the profits of the current year shall first be used to cover the losses.

After setting aside the statutory common reserve fund from after-tax profits, the Company may, upon resolution of the shareholders’ meeting, also set aside discretionary common reserve fund from after-tax profits.

The remaining after-tax profits after covering losses and setting aside reserve funds shall be distributed to shareholders in proportion to the shares held by them, except where these Articles of Association provide for distribution other than in proportion to shareholding.

If the shareholders’ meeting distributes profits to shareholders in violation of the Company Law, the shareholders shall return the profits distributed in violation to the Company; if losses are caused to the Company, the shareholders and the directors and senior management with responsibility shall be liable for compensation.

Shares of the Company held by the Company itself shall not participate in profit distribution.

The Company shall appoint one or more receiving agents in Hong Kong for [REDACTED]. Such receiving agents shall collect and hold on behalf of the relevant [REDACTED] the dividends and other amounts payable by the Company in respect of [REDACTED] pending payment to such [REDACTED]. The receiving agents appointed by the Company shall comply with the requirements of laws, regulations and securities regulatory rules of the place where the Company’s shares are [REDACTED].

The Company’s reserve funds shall be used to cover the Company’s losses, expand the Company’s production and operations, or be converted into increases in the Company’s registered share capital. When reserve funds are used to cover the Company’s losses, discretionary common reserve fund and statutory common reserve fund shall be used first; if the losses are still not covered, capital reserve fund may be used in accordance with regulations.

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When statutory common reserve fund is converted into increased registered share capital, the remaining reserve fund shall not be less than 25% of the Company’s registered share capital before the conversion.

Dissolution and Liquidation of the Company

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

- (1) expiry of the operating term provided in these Articles of Association or occurrence of other dissolution events provided in these Articles of Association;
- (2) resolution of the shareholders’ meeting on dissolution;
- (3) dissolution required due to the merger or division of the Company;
- (4) the business license is revoked, the Company is ordered to close down or is revoked in accordance with the law;
- (5) where the Company’s operations and management encounter serious difficulties, and continuation of the Company’s existence would cause material losses to the interests of shareholders, and the difficulties cannot be resolved through other means, shareholders holding 10% or more of the voting rights of the Company may request the people’s court to dissolve the Company.

Upon the occurrence of a dissolution event as provided in the preceding paragraph, the Company shall disclose the dissolution event through the National Enterprise Credit Information Publicity System within 10 days.

Where the Company is under the circumstances of, paragraph 1, items 1 or 2 of the preceding article, and has not yet distributed property to shareholders, it may survive by amending these Articles of Association or by resolution of the shareholders’ meeting.

Where the Company is dissolved under, paragraph 1, items 1, 2, 4 or 5 of the preceding article, it shall be liquidated. The directors shall be the persons responsible for liquidation, and shall form a liquidation group to carry out liquidation within 15 days from the date of the occurrence of the dissolution event.

The liquidation group shall notify 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 within 60 days. Creditors shall, within 30 days from the date of receipt of the notice, or within 45 days from the date of the announcement if no notice is received, declare their claims to the liquidation group.

After cleaning up the Company’s property and preparing the balance sheet and property list, if the liquidation group finds that the Company’s property is insufficient to repay the debts, it shall apply to the people’s court for bankruptcy liquidation in accordance with the law.

After the people’s court accepts the bankruptcy application, the liquidation group shall transfer the liquidation affairs to the bankruptcy administrator appointed by the people’s court.

Upon completion of the Company’s liquidation, the liquidation group shall prepare a liquidation report, submit it to the shareholders’ meeting or the people’s court for confirmation, and submit it to the Company registration authority to apply for cancellation of the Company’s registration.

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AMENDMENT OF ARTICLES OF ASSOCIATION

The Company shall amend its Articles of Association under any of the following circumstances:

- (1) where, after amendments to the Company Law or relevant laws and administrative regulations, the matters provided in the Articles of Association conflict with the amended provisions of laws and administrative regulations;
- (2) where the Company’s circumstances change and are inconsistent with the matters recorded in the Articles of Association;
- (3) where the shareholders’ meeting decides to amend the Articles of Association.