This Appendix provides the investors with a summary of the Articles of Association. As the following information is presented in summary form, it does not include all information that may be important to the investors.

ISSUANCE OF SHARES

The issuance of the Company's shares shall adhere to the principles of openness, fairness and impartiality, and each share of the same class shall carry equal rights. Shares of the same class issued at the same time shall have the same issuance terms and price; subscribers shall pay the same amount for each share subscribed.

INCREASE, REDUCTION AND REPURCHASE OF SHARES

Based on the needs of operation and development, the Company may increase its capital by the following means in accordance with the provisions of laws and regulations upon resolution of the general meeting:

(I) offering of shares to unspecified parties;

(II) offering of shares to specific parties;

(III) allotment of bonus shares to existing shareholders;

(IV) conversion of reserve fund to share capital;

(V) converting convertible corporate bonds into shares. If, after the conversion conditions are met, the convertible corporate bond issuance plan approved at the general meeting leads to changes in the Company's registered capital and share capital upon conversion, the Board of Directors shall, based on the conversion circumstances, amend the relevant clauses in the Articles of Association concerning the Company's registered capital and share capital, and the Board of Directors and its authorized personnel shall complete the amendment of business registration with the relevant administration for market regulation;

(VI) other methods stipulated by laws, administrative regulations, and the China Securities Regulatory Commission (CSRC) and other securities regulatory authority in the jurisdiction where the Company's shares are listed.

The Company may reduce its registered capital. The Company shall reduce its registered capital in accordance with the Company Law (《公司法》) and other relevant regulations as well as the procedures stipulated in the Articles of Association.

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

(I) to reduce the registered capital of the Company;

(II) to merge with other companies holding the Company's shares;

(III) to use the shares for the employee share schemes or as equity incentives;

(IV) to acquire the shares of shareholders (upon their request) who vote against any resolution adopted at general meetings on the merger or division of the Company;

(V) to utilize shares to satisfy the conversion of corporate bonds that are convertible into shares issued by the Company;

(VI) to safeguard corporate values and shareholders' rights and interests as the Company deems necessary.

The circumstances referred to in item (VI) of the preceding paragraph shall meet one of the following conditions:

(1) The Company's stock closing price is below its net asset value per share for the latest period;

(2) The cumulative decline in the Company's stock closing price reaches 20% within 20 consecutive trading days;

(3) The Company's stock closing price is below 50% of its highest closing price in the most recent financial year;

(4) Other conditions stipulated by the CSRC and securities regulatory authority and stock exchange in the jurisdiction where the Company's shares are listed.

Where the Company repurchases its shares, the repurchase shall be conducted through public and centralized trading or other methods recognized by laws, administrative regulations, the CSRC, and the securities regulatory authority and stock exchange in the jurisdiction where the Company's shares are listed, and shall comply with applicable laws and regulations and the securities regulatory rules in the jurisdiction where the Company's shares are listed.

Where the Company intends to repurchase its shares under the circumstances set out in items (III), (V) and (VI) of paragraph 3, the repurchase shall be conducted through public and centralized trading.

In the case of A shares, if the Company intends to repurchase its shares under the circumstances stipulated in aforementioned items (I) and (II) of paragraph 3, it shall be approved by a resolution at a general meeting. If the Company intends to repurchase its shares under the circumstances stipulated in aforementioned items (III), (V) and (VI) of paragraph 3, provided that it complies with the securities regulatory rules in the jurisdiction where the Company's shares are listed, it may, in accordance with the provisions of the Articles of Association or the authorization of the general meeting, be approved by a resolution by more than two-thirds of the Directors present at the meeting of the Board of Directors.

After the Company repurchases its shares in accordance with the aforementioned provisions, if it falls under the circumstances stated in item (I) of paragraph 3, such shares shall be canceled within 10 days from the date of repurchase; if it falls under the circumstances stated in items (II) and (IV) of paragraph 3, such shares shall be transferred or canceled within six months; if it falls under the circumstances stated in items (III), (V) and (VI) of paragraph 3, the total number of shares held by the Company shall not exceed 10% of the Company's total issued shares, and such shares shall be transferred or canceled within three years. If it is otherwise specified in laws, regulations, or regulatory rules in the jurisdiction where the Company's shares are listed on the aforementioned circumstances, such provisions shall prevail.

After the Company repurchases its own H shares in accordance with the aforementioned provisions, it may, at its discretion, cancel them immediately or hold them as treasury shares in accordance with the Hong Kong Listing Rules (《香港上市規則》).

If the Company repurchases its own shares, it shall fulfill its information disclosure obligations in accordance with the Securities Law (《證券法》) and the securities regulatory rules in the jurisdiction where the Company's shares are listed.

TRANSFER OF SHARES

Shares issued by the Company prior to its public offering of A shares shall not be transferred within one year from the date on which the Company's A shares are listed and traded on a stock exchange.

The Directors and senior managers of the Company shall declare to the Company the number of shares held by them and subsequent changes in their shareholdings. During their term of office, as determined at the time of appointment, the number of shares transferred each year shall not exceed 25% of the total number of the Company's shares of the same class held by them. The Company's shares held by them shall not be transferred within one year from the date of listing and trading of the Company's shares. The shares of the Company held by them shall not be transferred within six months after their resignation. If it is otherwise specified in the listing rules in the jurisdiction where the Company's shares are listed regarding the restrictions on the transfer of the Company's shares, such provisions shall prevail.

The Company's Directors, senior managers, and shareholders holding more than 5% of the Company's shares (excluding shareholders who are recognized clearing houses and their nominees), if they have sold the shares of the Company or other securities with an equity nature held by them within six months after purchasing, or if they have purchased such shares or securities again within six months after selling them, the gains obtained therefrom shall be attributed to the Company and be forfeited by the Board. However, securities companies holding more than 5% of the shares due to the purchase of the remaining shares after [**REDACTED**], and other circumstances stipulated by the CSRC are excluded. If it is otherwise specified in the listing rules in the jurisdiction where the Company's shares are listed regarding the restrictions on the transfer of the Company's shares, such provisions shall prevail.

The shares or other securities with an equity nature held by Directors, senior managers, and natural person shareholders as mentioned in the preceding paragraph shall include the shares or other securities with an equity nature held by their spouses, parents, children and those held in the accounts of others.

If the Board of Directors does not comply with the provisions of the preceding paragraph, shareholders shall have the right to request the Board of Directors to do so within 30 days. If the Board of Directors fails to follow the aforementioned deadline, shareholders shall have the right to file a lawsuit directly with the people's court in their own names in the interest of the Company.

If the Board of Directors does not comply with the provisions of paragraph 1, the responsible Directors shall be jointly and severally liable in accordance with the laws.

SHAREHOLDERS AND GENERAL MEETINGS

Shareholders

The Company shall maintain a register of members based on the vouchers provided by the securities registration and settlement authority. The register of members shall be the sufficient evidence proving the shareholders' holding of the Company's shares. The original register of members for H shares listed in Hong Kong shall be kept in Hong Kong for inspection by shareholders. However, the Company may suspend shareholder registration procedures in accordance with applicable laws and regulations and the securities regulatory rules in the jurisdiction where the Company's shares are listed. Any person who is a registered shareholder or who requests his name be entered in the H-share register of members may, if his share certificate relating to the shares is lost, apply to the Company for a replacement share certificate in respect of such shares. Application by a holder of H shares, who has lost his/her share certificate, for a replacement share certificate shall be dealt with in accordance with laws, rules of the stock exchange, or other relevant provisions of the place where the original H-share register of members is kept. Shareholders shall enjoy the rights and assume the obligations according to the class of the shares they hold. Shareholders holding the same class of shares shall enjoy equal rights and assume the same obligations. For the purpose of this article, the Company's A shares and H shares shall be regarded as the same class of shares.

Shareholders of the Company shall enjoy the following rights:

(I) to receive dividends and other forms of distribution of interests in proportion to their respective shareholdings;

(II) to legally request the holding of, convene, chair, attend, or dispatch shareholder's proxy to attend the general meeting and exercise corresponding voting rights;

(III) to supervise and make recommendations or inquiries on the operation of the Company;

(IV) to transfer, bestow, or pledge the shares they hold according to laws, administrative regulations, and the Articles of Association;

(V) to inspect and copy the Articles of Association, the register of members, minutes of general meetings, resolutions of meetings of the Board of Directors, and financial accounting reports; eligible shareholders may inspect the Company's accounting books and vouchers;

(VI) to participate in the distribution of the Company's remaining assets in proportion to their shareholdings upon termination or liquidation of the Company;

(VII) to request the Company to acquire their shares if they object to a resolution of a general meeting on merger or division of the Company; and

(VIII) other rights stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules in the jurisdiction where the Company's shares are listed, or the Articles of Association.

The shareholder who requests to inspect or copy the relevant information of the Company shall comply with the provisions of the Company Law, Securities Law and other laws, administrative regulations, and the securities regulatory rules in the jurisdiction where the Company's shares are listed, and furnishes with the Company written document evidencing the class and quantity of shares he/she holds in the Company and the Company shall comply with such shareholder's request upon verification of his/her shareholder capacity.

Shareholders who separately or collectively hold more than 3% of the Company's shares for over 180 consecutive days may request to inspect the Company's accounting books and vouchers. Any such request shall be submitted to the Company in writing, stating the purpose. If the Company has reasonable grounds to believe that the shareholder's inspection of the accounting books and vouchers for an improper purpose that may harm the legitimate interests of the Company, it may refuse to provide access for inspection, and shall reply to the shareholder in writing within 15 days from the date on which the shareholder raises the written request, stating the reasons therefor. If the Company refuses to provide access for inspection, the shareholder may file a lawsuit with the people's court.

Shareholders are entitled to request the people's court to invalidate the resolution of a general meeting or a Board meeting which violates laws and administrative regulations.

Where the convening procedure or voting method of a general meeting or Board meeting contravenes laws, administrative regulations, the securities regulatory rules in the jurisdiction where the Company's shares are listed, or the Articles of Association, or the contents of the resolutions contravene the Articles of Association, shareholders shall have the right to request the people's court to cancel them within 60 days as of the date the resolutions are made, except where there are only minor defects in the convening procedure or voting method of the general meeting and the meeting of the Board of Directors, which do not materially affect the resolutions.

In the event of the violation of laws, administrative regulations or the provisions of the Articles of Association by a Director or a senior manager, who is not a member of the Audit Committee, in performing his/her duties, resulting in losses to the Company, the shareholders that solely or collectively hold 1% or more shares of the Company for a continuous period of 180 days shall have the right to make a written request to the Audit Committee to file a lawsuit with a people's court. In the event of the violation of laws, administrative regulations or the provisions of the Articles of Association by a member of the Audit Committee in performing his/her duties, resulting in losses to the Company, the aforementioned shareholders shall have the right to make a written request to the Board of Directors to file a lawsuit with a people's court.

Where the Audit Committee or the Board of Directors refuses to file a lawsuit after receiving the shareholder's written request as prescribed in the preceding paragraph, or fails to file a lawsuit within 30 days as of the date of receiving the request, or the situation is so urgent that filing no immediate lawsuit will result in irreparable losses to the Company, shareholders as prescribed in the previous paragraph shall have the right to, in their names, directly file a lawsuit with a people's court for the interests of the Company.

Shareholders of the Company shall assume the following obligations:

(I) to abide by laws, administrative regulations and the Articles of Association;

(II) to pay subscription monies according to the number of shares subscribed and the method of subscription;

(III) not to withdraw their share capitals except for the circumstances set out in laws and administrative regulations;

(IV) not to damage the interests of the Company or other shareholders by abusing the shareholders' rights; nor damage the interests of the creditors of the Company by abusing the independent status of the Company as a legal person and the limited liability of shareholders;

(V) any other obligations imposed by laws, administrative regulations, the securities regulatory rules in the jurisdiction where the Company's shares are listed, and the Articles of Association.

CONTROLLING SHAREHOLDERS AND DE FACTO CONTROLLERS

The controlling shareholders and de facto controllers of the Company shall exercise their rights and perform their obligations in accordance with laws, administrative regulations, the provisions of the securities regulatory authority and stock exchange in the jurisdiction where the Company's shares are listed, and protect the Company's interests.

The Company's controlling shareholders and de facto controllers shall comply with the following provisions:

(I) to lawfully exercise shareholder rights, and not to abuse their controlling power or use related relationships to harm the legitimate rights and interests of the Company or other shareholders;

(II) to strictly fulfill public statements and various commitments made, and not to alter or waive them without authorization;

(III) to strictly fulfill information disclosure obligations in accordance with relevant provisions, actively cooperate with the Company in its information disclosure efforts, and promptly inform the Company of significant events that have occurred or are proposed to occur;

(IV) not to occupy Company funds in any manner;

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

(VI) not to seek benefits by using the Company's non-public material information, not to disclose any non-public material information related to the Company in any manner, and not to engage in insider trading, short-swing trading, market manipulation, or other illegal and non-compliant acts;

(VII) not to harm the legitimate rights and interests of the Company and other shareholders through unfair related transactions, profit distribution, asset restructuring, external investments, or any other means;

(VIII) to ensure the Company's asset integrity, personnel independence, financial independence, institutional independence and business independence and not to affect the Company's independence in any manner;

(IX) other provisions of laws, administrative regulations, the securities regulatory rules in the jurisdiction where the Company's shares are listed, the business rules of the stock exchange and the Articles of Association.

If the Company's controlling shareholders or de facto controllers do not serve as Directors of the Company but actually perform Company affairs, the provisions of the Articles of Association regarding the fiduciary duties and diligence obligations of Directors shall apply.

If the Company's controlling shareholder or de facto controller instructs a Director or a senior manager to engage in behavior that damages the interests of the Company or shareholders, he/she shall be jointly and severally liable with such Director or senior manager.

GENERAL PROVISIONS OF GENERAL MEETINGS

The general meeting of the Company is composed of all shareholders. It is the Company's organ of power and shall exercise the following functions and powers in accordance with the law:

(I) to elect and replace Directors, and to decide on matters relating to their remuneration;

(II) to review and approve the reports of the Board of Directors;

(III) to review and approve the profit distribution plans and loss recovery plans of the Company;

(IV) to make resolutions on the increase or reduction of the Company's registered capital;

(V) to make resolutions on the issuance of corporate bonds;

(VI) to make resolutions on the merger, division, dissolution, liquidation or transformation of the Company;

(VII) to amend the Articles of Association;

(VIII) to make resolutions on the appointment or dismissal of accounting firms undertaking the Company's audit business;

(IX) to review and approve the guarantee matters set out in Article 47 of the Articles of Association;

(X) to review the purchase or disposal of material assets by the Company with an aggregate value exceeding 30% of the Company's audited total assets for the latest period within one year;

(XI) to review and approve the change in use of funds raised;

(XII) to review the equity incentive scheme and employee share scheme;

(XIII) to review transactions (including one-off transactions and a series of transactions that are required to be aggregated for the purpose of percentage ratio calculation) with percentage ratios of not less than 25% and connected transactions (including one-off transactions and a series of transactions that are required to be aggregated for the purpose of percentage ratio calculation) with percentage ratios of not less than 5%, as calculated in accordance with provisions regarding percentage ratios in Article 14.07 of the Hong Kong Listing Rules;

(XIV) to review and approve matters regarding transactions (excluding transactions where the Company unilaterally receives benefits and transactions that involve provision of guarantees) between the Company and related parties with an amount (including liabilities and expenses) of over RMB30 million and representing more than 5% of the absolute value of the Company's audited net assets for the latest period;

(XV) to authorize the Board of Directors to decide on the issuance of shares to specific parties at the Company's annual general meeting, with a total financing amount not exceeding RMB300 million and not exceeding 20% of the net assets at the end of the most recent financial year. This authorization shall expire on the date when the next annual general meeting is held;

(XVI) to review other matters that shall be resolved at the general meeting according to laws, administrative regulations, departmental rules, the securities regulatory rules in the jurisdiction where the Company's shares are listed or the Articles of Association.

The Company may, by a resolution of the general meeting, or by a resolution of the Board of Directors authorized by the Articles of Association or the general meeting, issue shares and corporate bonds convertible into shares. The specific implementation shall comply with the provisions of laws, administrative regulations and provisions of the securities regulatory authority and stock exchange in the jurisdiction where the Company's shares are listed.

Unless otherwise provided by laws, administrative regulations, the securities regulatory rules in the jurisdiction where the Company's shares are listed, or the Articles of Association, the aforementioned functions and powers of the general meeting shall not be exercised by the Board of Directors or other organizations and individuals through authorization.

The following external guarantees made by the Company shall be approved by the general meeting:

(I) any guarantee provided after the total amount of external guarantees provided by the Company and its controlling subsidiaries reaches or exceeds 50% of the audited net assets for the latest period;

(II) any guarantee provided after the total amount of external guarantees provided by the Company reaches or exceeds 30% of the audited total assets for the latest period;

(III) the guarantee provided to the guaranteed object with a debt-to-asset ratio of more than 70%;

(IV) any single guarantee whose amount exceeds 10% of the audited net assets for the latest period;

(V) any guarantee where the cumulative amount calculated over a continuous twelve-month period exceeds 30% of the Company's audited total assets for the latest period;

(VI) any guarantee where the guaranteed amount within a continuous twelve-month period exceeds 50% of the Company's audited net assets for the latest period, and the absolute amount exceeds RMB50 million;

(VII) any guarantee provided to shareholders, de facto controllers or their related parties;

(VIII) other guarantee matters that, according to laws, administrative regulations, departmental rules, the securities regulatory rules in the jurisdiction where the Company's shares are listed, or the Articles of Association, shall be decided at the general meeting.

When the general meeting of the Company reviews the guarantee specified in item (V) of the preceding paragraph, it shall be approved by shareholders representing more than two-thirds of the voting rights at the meeting.

General meetings shall be classified into annual general meetings ("AGMs") and extraordinary general meetings ("EGMs"). The AGM shall be held once a year, and shall be held within six months after the end of the preceding fiscal year.

The Company shall hold an EGM within two months under any of the following circumstances:

(I) when the number of Directors is below the quorum specified in the Company Law or two-thirds of the number required by the Articles of Association;

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

(III) upon requests by shareholders individually or collectively holding more than 10% of the total number of the Company's shares;

(IV) when the Board of Directors considers it necessary;

(V) when the Audit Committee proposes such a meeting;

(VI) other circumstances required by laws, administrative regulations, departmental rules, the securities regulatory rules in the jurisdiction where the Company's shares are listed or the Articles of Association.

CONVENING OF GENERAL MEETINGS

The Board of Directors shall convene general meetings on time within the prescribed period. With the consent of more than half of all independent Directors, independent Directors shall have the right to propose to the Board of Directors to hold an EGM. Regarding the proposal of the independent Directors to hold an EGM, the Board of Directors shall, pursuant to laws, administrative regulations, the securities regulatory rules in the jurisdiction where the Company's shares are listed and the Articles of Association, reply in writing regarding the acceptance or refusal to hold the EGM within 10 days upon receipt of the proposal. If the Board of Directors agrees to hold an EGM, the Board of Directors shall, within five days after the Board resolution is made, issue a notice for holding the meeting. If the Board of Directors does not agree to hold such meeting, reasons shall be explained and announced.

The Audit Committee shall propose to the Board of Directors to hold an EGM in writing. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, the securities regulatory rules in the jurisdiction where the Company's shares are listed and the Articles of Association, reply in writing regarding the acceptance or refusal to hold the EGM within 10 days upon receipt of the proposal.

If the Board of Directors agrees to hold an EGM, the Board of Directors shall, within five days after the Board resolution is made, issue a notice for holding the meeting. Any amendments to the original proposals in the notice shall be agreed by the Audit Committee.

If the Board of Directors does not agree to hold an EGM or does not reply in writing within 10 days upon receiving the proposal, the Board of Directors will be considered as unable to or failed to fulfill the obligation to convene general meetings, and the Audit Committee may convene and preside over the EGM on its own.

Shareholders who individually or collectively hold more than 10% of the Company's shares shall have the right to request the Board of Directors to hold an EGM, and shall make such request in writing. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, the securities regulatory rules in the jurisdiction where the Company's shares are listed and the Articles of Association, reply in writing regarding the acceptance or refusal to hold the EGM within 10 days upon receipt of the request.

If the Board of Directors agrees to hold an EGM, it shall issue a notice for holding the general meeting within five days after making the Board resolution. Any amendments to the original request in the notice shall be agreed by relevant shareholders.

If the Board of Directors does not agree to hold an EGM or does not reply in writing within 10 days upon receiving the request, shareholders who individually or collectively hold more than 10% of the Company's shares may propose to the Audit Committee to convene an EGM, and shall submit their request to the Audit Committee in writing.

If the Audit Committee agrees to hold an EGM, it shall issue a notice for holding the general meeting within five days upon receipt of the request. Any amendments to the original request in the notice shall be agreed by relevant shareholders.

If the Audit Committee fails to issue a notice of the general meeting within the prescribed period, it shall be deemed that the Audit Committee refuses to convene and preside over a general meeting, and in this case, shareholders who individually or collectively hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over such meeting on its own.

Where the Audit Committee or shareholders decide to convene a general meeting by themselves, they shall notify the Board of Directors in writing, and complete the necessary filings or announcements in accordance with the securities regulatory rules and stock exchange provisions in the jurisdiction where the Company's shares are listed.

When the Audit Committee and the convening shareholders issue the notice of the general meeting and the announcement of the general meeting resolutions, they shall, in accordance with the securities regulatory rules and stock exchange provisions in the jurisdiction where the Company's shares are listed, submit relevant supporting documents, and complete the necessary filings or announcements.

Before the announcement of the general meeting resolutions, the shareholding ratio of the convening shareholders shall not be less than 10%.

For general meetings convened by the Audit Committee or shareholders themselves, the Board of Directors and secretary of the Board of Directors shall cooperate. The Board of Directors shall provide the register of members as of the record date.

PROPOSALS AND NOTICES OF GENERAL MEETINGS

The proposal contents shall be within the scope of the functions and powers of the general meeting, have definite topics and specific matters for resolution, as well as comply with the relevant provisions of laws, administrative regulations, the securities regulatory rules in the jurisdiction where the Company's shares are listed and the Articles of Association.

When the Company holds a general meeting, the Board of Directors, the Audit Committee, and shareholders individually or jointly holding more than 1% of the Company's shares shall have the right to submit proposals to the Company.

Shareholders who individually or collectively hold more than 1% of the Company's shares may propose an extraordinary proposal to the convener in writing 10 days before the holding of such general meeting. The convener shall, within two days after the receipt of the proposal, issue a supplementary notice of the general meeting to announce the contents of the extraordinary proposal and submit the proposal to the general meeting for review. However, this shall not apply where the extraordinary proposal violates laws, administrative regulations, securities regulatory rules in the jurisdiction where the Company's shares are listed or the Articles of Association, or if it does not fall within the scope of functions and powers of the general meeting. If, according to the securities regulatory rules in the jurisdiction where the Company's shares are listed, the general meeting needs to be postponed due to the issuance of a supplementary notice for the general meeting, such postponement shall be in accordance with the securities regulatory rules in the jurisdiction where the Company's shares are listed.

Except for the circumstances stipulated in the preceding paragraph, the convener shall neither revise the proposals set out in the notice of general meetings nor add new proposals after issuing the notice of general meeting.

Proposals not set out in the notice of general meetings or not in compliance with the Articles of Association shall not be voted on or resolved at the general meeting.

The convener will notify all shareholders of an AGM by way of announcement 21 days prior to the convening thereof, and notify all shareholders of an EGM by way of announcement 15 days prior to the holding thereof. When the Company calculates the commencement period, the date on which the meeting is held shall not be included.

The notice of the general meeting shall include the following particulars:

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

(II) the matters and proposals to be reviewed at the meeting;

(III) a conspicuous statement: All shareholders shall have the right to attend the general meeting and they may appoint a proxy or proxies in writing to attend and vote at such meeting. A proxy so appointed does not need to be a shareholder of the Company.

(IV) the record dates of shareholders who are entitled to attend the general meeting;

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

(VI) voting time and voting procedures through Internet or other means.

The notice and the supplementary notice of the general meeting shall fully and completely disclose all the specific content of all proposals.

HOLDING OF GENERAL MEETINGS

All shareholders registered at the record date or their proxies shall have the right to attend the general meeting and exercise their voting rights in accordance with relevant laws, administrative regulations, the securities regulatory rules in the jurisdiction where the Company's shares are listed and the Articles of Association.

The general meeting is presided over by the chairman. If the chairman is unable to perform or does not perform his/her duties, the meeting shall be presided over by the vice chairman. If the vice chairman is unable to perform or does not perform his/her duties, the meeting shall be presided over by a Director jointly elected by more than half of the Directors.

A general meeting convened by the Audit Committee itself shall be presided over by the convener of the Audit Committee. If the convener of the Audit Committee is unable to perform or does not perform his/her duties, the meeting shall be presided over by a member of the Audit Committee jointly elected by more than half of the members of the Audit Committee.

A general meeting convened by shareholders themselves shall be presided over by the convener or a representative elected by the convener.

The Company shall formulate the Procedural Rules for General Meetings, and specify the convening, holding and voting procedures of the general meeting, including notice, registration, review of proposals, voting, counting of votes, announcement of voting results, formation of resolutions of the meeting, minutes of the meeting and signing and announcement thereof, as well as the principle of authorization of the general meeting to the Board of Directors. The content of authorization shall be clear and specific. The Procedural Rules for General Meetings shall be annexed to the Articles of Association and shall be prepared by the Board of Directors and approved at the general meeting.

VOTING AND RESOLUTIONS AT GENERAL MEETINGS

The resolutions of a general meeting shall take the form of ordinary resolutions or special resolutions. Ordinary resolutions of the general meeting shall be approved by shareholders (including their proxies) representing more than half of the voting rights at the general meeting. Special resolutions of the general meeting shall be approved by shareholders (including their proxies) representing more than two-thirds of the voting rights at the general meeting.

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

(I) work reports of the Board of Directors;

(II) profit distribution plans and loss recovery plans formulated by the Board of Directors;

(III) the appointment, dismissal, remuneration and payment method with respect to the members of the Board of Directors;

(IV) other matters except those required by laws, administrative regulations, the securities regulatory rules in the jurisdiction where the Company's shares are listed or the Articles of Association to be resolved by way of special resolutions.

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

(I) increase or decrease of the Company's registered capital;

(II) separation, division, merger, dissolution and liquidation of the Company (including voluntary winding-up);

(III) amendment of the Articles of Association;

(IV) purchase and disposal of material assets by the Company within one year, or provision of a guarantee to others with an amount exceeding 30% of the Company's audited total assets for the latest period;

(V) equity incentive scheme;

(VI) changes in the profit distribution policy of the Company;

(VII) other matters required to be approved by a special resolution in accordance with laws, administrative regulations, the securities regulatory rules in the jurisdiction where the Company's shares are listed or the Articles of Association, and when the determination thereof at a general meeting by way of an ordinary resolution may have a material impact on the Company.

Shareholders (including their proxies) shall exercise their voting rights as represented by the number of voting shares held by them, and each share shall have one vote. If otherwise provided by the securities regulatory rules in the jurisdiction where the Company's shares are listed, such provisions shall prevail.

When major matters affecting the interests of minority shareholders are reviewed at a general meeting, the votes of minority shareholders shall be counted separately. The results of separate vote counting shall be disclosed publicly in a timely manner.

The Company has no voting right for the shares held by itself, and such shares are not counted toward the total number of voting shares held by shareholders present at the general meeting. In accordance with applicable laws, regulations and the Hong Kong Listing Rules, if any shareholder is required to abstain from voting on a certain resolution, or any shareholder is restricted to vote only in favor of (or against) a certain resolution, then the votes cast by such shareholders or their representatives in violation of relevant provisions or restrictions are not counted toward the total number of voting shares.

In accordance with relevant laws, regulations and the requirements of the securities regulatory rules in the jurisdiction where the Company's shares are listed, if any shareholder is required to abstain from voting on a relevant proposal, or any shareholder is restricted to vote only in favor of or against a specified proposal, then any votes cast by such shareholders or their representatives in violation of the aforementioned provisions or restrictions shall not be counted.

Where a shareholder's purchase of the Company's voting shares violates the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of the shares exceeding the prescribed percentage shall not be exercised within 36 months after the purchase, and such shares shall not be counted toward the total number of voting held by shareholders attending the general meeting.

The Board of Directors, independent Directors, and shareholders holding more than 1% of the voting shares of the Company, or the investor protection agency established in accordance with laws, administrative regulations, the securities regulatory rules in the jurisdiction where the Company's shares are listed, or the provisions of the CSRC can publicly solicit the voting rights from shareholders. When voting rights from shareholders are solicited, the specific voting intention and other information shall be fully disclosed to the solicitation targets. Solicitation of shareholders' voting rights in a paid or disguised manner shall be prohibited. Except for statutory conditions, the Company shall not impose restrictions on the minimum shareholding proportion against the solicitation of voting rights.

BOARD OF DIRECTORS

Directors

Directors of the Company shall be natural persons, and none of the following persons may serve as a Director of the Company:

(I) a person without capacity or with limited capacity for civil acts;

(II) a person who was sentenced to criminal punishment for the crime of corruption, bribery, encroachment or embezzlement of property or disruption of the order of socialist market economy and not more than five years have elapsed since the expiration of the enforcement period; or a person who was deprived of his/her political rights for committing a crime and not more than five years have elapsed since the expiration of the enforcement period; or a person who was given a suspended sentence and not more than two years have elapsed since the expiration of the suspended sentence;

(III) a director, factory director or manager of a company or enterprise liquidated upon bankruptcy, who was personally responsible for the bankruptcy of the company or enterprise, and not more than three years have elapsed since the date of completion of the bankruptcy liquidation;

(IV) the legal representatives of a company or enterprise that had its business licenses revoked and had been closed down by order for violation of law, for which such representatives bear individual liability, and not more than three years have elapsed since the date of revocation of such business licenses or the order for closure;

(V) a person who is listed as a defaulter by a people's court since he/she owes a large amount of debts due and unsettled;

(VI) a person who is imposed by the CSRC a ban from entering into the securities market for a period which has not yet expired;

(VII) a person who has been publicly identified by a stock exchange as unsuitable for serving as a director, senior manager or other position of a listed company for a period which has not yet expired;

(VIII) any other circumstances as prescribed by laws, administrative regulations, departmental rules, or the securities regulatory rules in the jurisdiction where the Company's shares are listed.

Elections, appointments or employment of Directors in violation of the preceding paragraphs of this Article shall be invalid. In the event that the circumstances as stipulated in this Article arise during the term of office of Directors, the Company shall dismiss the employment and cease their performance of duties.

Directors shall be elected or replaced at the general meeting and may be removed at the general meeting before the expiration of their term of office. A Director shall serve a term of three years and can be re-elected upon the expiry of the tenure, provided that independent Directors may not serve for more than six consecutive years. Before a Director's term expires, the general meeting may not remove him/her from office without cause. If it is otherwise specified in the securities regulatory rules in the jurisdiction where the Company's shares are listed regarding the re-election of Directors, such provisions shall prevail.

The term of office of a Director shall start from the date on which the Director assumes office to the expiration of the term of office of the current Board of Directors. If the term of office of a Director expires but re-election is not made in a timely manner, the said Director shall continue to perform the duties as a Director pursuant to laws, administrative regulations, departmental rules, the securities regulatory rules in the jurisdiction where the Company's shares are listed and the Articles of Association until a new Director is elected.

A Director may be a senior manager concurrently, provided that the total number of Directors who concurrently serve as senior managers and Directors who are employee representatives shall not exceed half of the total number of Directors of the Company.

There shall be one employee representative in the Board of Directors, who shall be democratically elected by the employees of the Company through the employee representative congress, employees' general meeting or other forms. Such election does not need to be submitted to the general meeting for review.

Directors shall abide by laws, administrative regulations, the securities regulatory rules in the jurisdiction where the Company's shares are listed, and the Articles of Association, undertake fiduciary duties to the Company, take measures to avoid conflicts between their personal interests and the Company's interests, and shall not exploit their functions and powers to gain undue benefits. Directors undertake the following fiduciary duties to the Company:

(I) not to encroach upon the Company's property or embezzle the Company's funds;

(II) not to deposit the Company's assets or funds in an account opened in his/her own name or in the name of any other individual;

(III) not to offer bribes or to accept other illegal income by abusing their power;

(IV) not to, without reporting to the Board of Directors or the general meeting and obtaining approval by resolution of the Board of Directors or the general meeting in accordance with the Articles of Association, directly or indirectly enter into contracts with, or conduct transactions with, the Company;

(V) not to take advantage of their positions to seek for themselves or others any business opportunities that should belong to the Company, except where such matters have been reported to the Board of Directors or the general meeting and approved by resolution of the general meeting, or where the Company is unable to make use of such business opportunities in accordance with laws, administrative regulations or the Articles of Association;

(VI) not to, without reporting to the Board of Directors or the general meeting and obtaining approval by resolution of the general meeting, engage in, or operate for others, businesses that are the same as or similar to the Company's business;

(VII) not to accept commissions arising from transactions between other parties and the Company as their own benefit;

(VIII) not to disclose secrets of the Company without authorization;

(IX) not to damage the interests of the Company by taking advantage of his/her related relationship;

(X) other fiduciary duties stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules in the jurisdiction where the Company's shares are listed and the Articles of Association.

Any income obtained by a Director in violation of the aforementioned provisions shall belong to the Company. Where losses are caused to the Company, the Director shall be liable for compensation.

A Director may resign prior to the expiration of his or her term of office. A Director who resigns shall submit a written resignation report to the Company. The resignation shall take effect on the date the Company receives the resignation letter, and the Company shall disclose the relevant information within two trading days or within such time limit as required by the securities regulatory rules in the jurisdiction where the Company's shares are listed.

If the number of Directors of the Board of Directors falls below the quorum as a result of any resignation, or if there is no resident in Hong Kong among the independent Directors, or if the resignation of an independent Director causes the proportion of independent Directors on the Board of Directors or any special committee failing to meet the requirements of laws and regulations, or if there is no accounting professional among the independent Directors, the resignation shall take effect after a successor Director has been elected. Prior to the assumption of office by the newly elected Director, the resigning Director shall continue to perform his or her duties as a Director in accordance with laws, administrative regulations, departmental rules, the securities regulatory rules in the jurisdiction where the Company's shares are listed and the Articles of Association.

Board of Directors

The Company shall establish a Board of Directors. The Board of Directors shall consist of nine Directors, including three independent Directors. It shall include one chairman, one vice chairman and one employee representative. The chairman and the vice chairman shall be elected by the Board of Directors by a majority vote of all Directors.

The Board of Directors shall establish four special committees, namely the Strategy and ESG Committee, the Audit Committee, the Nomination Committee, and the Remuneration and Appraisal Committee. Each special committee shall be accountable to the Board of Directors and shall perform its duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals put forward by the special committees shall be submitted to the Board of Directors for review and decision. The implementation rules of each special committee shall be formulated by the Board of Directors and shall become effective upon review and approval by the Board of Directors. Members of the special committees shall be elected by the Board of Directors by a majority vote of all Directors. All members of the special committees shall be Directors. A majority of the members of the Audit Committee, the Nomination Committee and the Remuneration and Appraisal Committee shall be independent Directors, who shall also serve as the convener of each such committee.

The Board shall exercise the following functions and powers:

(I) to convene general meetings and report to general meetings;

(II) to implement the resolutions of general meetings;

(III) to decide business operation plans and investment plans of the Company;

(IV) to formulate the profit distribution plans and loss recovery plans of the Company;

(V) to formulate plans of the Company regarding increase or reduction of the registered capital, issuance of bonds or other securities and listing;

(VI) to formulate plans for the Company's material acquisitions, repurchase of the Company's shares, or merger, division, dissolution and transformation of corporate form;

(VII) to decide, within the scope of authorization granted by the general meeting, on matters including the Company's external investments, acquisition and disposal of assets, asset pledges, external guarantees, entrusted wealth management, related transactions and external donations;

(VIII) to decide on the establishment of the Company's internal management structure;

(IX) to appoint or dismiss the general manager or the secretary of the Board of Directors; to appoint or dismiss senior managers such as deputy general manager and chief financial officer according to the nomination of the general manager, and determine their remuneration, rewards, and punishments;

(X) to formulate the Company's basic management system;

(XI) to formulate proposals for amendment to the Articles of Association;

(XII) to manage the information disclosure of the Company;

(XIII) to propose to the general meeting the appointment or change of the accounting firm acting as the auditors of the Company;

(XIV) to review the work report of the general manager of the Company and the work of the general manager;

(XV) to decide on the repurchase of the Company's shares under the circumstances specified in items (III), (V) and (VI) of Article 25 of the Articles of Association;

(XVI) other functions and powers as granted by laws, administrative regulations, departmental rules, the securities regulatory rules in the jurisdiction where the Company's shares are listed, the Articles of Association, or the general meeting.

Matters exceeding the scope of authorization by the general meeting shall be submitted to the general meeting for review.

The Board of Directors shall hold at least four regular meetings each year. Such meetings shall be convened by the chairman, who shall give written notice to all Directors at least 14 days prior to the meeting.

Shareholders representing more than one-tenth of the voting rights, more than one-third of the Directors, or the Audit Committee may propose the holding of an extraordinary Board meeting. The chairman shall, within 10 days after receipt of such proposal, convene and preside over the meeting of the Board of Directors.

A meeting of the Board of Directors shall not be held unless more than half of the Directors are present. Resolutions made by the Board of Directors must be approved by a majority vote of all Directors.

Each Director shall have one vote for the resolutions of the Board of Directors.

Where a Director has a related relationship with an enterprise or individual involved in a matter to be considered by a resolution of the Board of Directors, such Director shall promptly submit a written report to the Board of Directors. A Director having such a related relationship shall not exercise voting rights on the relevant resolution, nor shall he or she vote on behalf of any other Director. Such meetings of the Board of Directors may be held if more than half of the non-related Directors are present, and resolutions made at such meetings of the Board of Directors must be approved by more than half of the non-related Directors. If the number of non-related Directors present at the Board meeting is less than three, the matter shall be submitted to the general meeting for review. If laws, regulations or the securities regulatory rules in the jurisdiction where the Company's shares are listed impose additional restrictions on Directors' participation in Board meetings and voting, such provisions shall prevail.

Independent Directors

Independent Directors shall diligently perform their duties in accordance with laws, administrative regulations, the provisions of the CSRC and the stock exchange where the Company's shares are listed and the Company's Articles of Association. They shall play a role in decision-making, oversight, checks and balances, and professional advice within the Board of Directors, safeguard the overall interests of the Company and protect the legitimate rights and interests of minority shareholders.

Independent Directors must maintain independence. The following persons shall not serve as independent Directors:

(I) persons holding positions in the Company or its affiliated enterprises, and their spouses, parents, children and individuals having major social relationships with them;

(II) natural person shareholders who directly or indirectly hold more than 1% of the Company's issued shares or are among the top ten shareholders of the Company, and their spouses, parents and children;

(III) persons employed by shareholders who directly or indirectly hold more than 5% of the Company's issued shares or are among the Company's top five shareholders, and their spouses, parents and children;

(IV) persons employed by affiliated enterprises of the Company's controlling shareholder or de facto controller, and their spouses, parents and children;

(V) persons who have significant business dealings with the Company and its controlling shareholder, de facto controller or their respective affiliated enterprises, or persons employed by entities having significant business dealings with the Company and their controlling shareholders or de facto controllers;

(VI) persons who provide financial, legal, consulting, sponsorship or other services to the Company, its controlling shareholder, de facto controller or their respective affiliated enterprises, including but not limited to all project team members, review personnel at all levels, signatories on reports, partners, directors, senior managers and principal responsible persons of the intermediary institutions providing such services;

(VII) persons who have been in any of the circumstances listed in items (I) to (VI) above within the last 12 months;

(VIII) other persons who are deemed not independent under laws, administrative regulations, the provisions of the CSRC, the rules of the stock exchange where the Company's shares are listed, and the Articles of Association.

Independent Directors shall conduct an annual self-assessment of their independence status and submit the results to the Board of Directors. The Board of Directors shall annually assess the independence status of incumbent independent Directors and issue a special opinion, which shall be disclosed together with the annual report.

A person serving as an independent Director of the Company shall meet the following conditions:

(I) possess the qualifications to serve as a Director of a listed company in accordance with laws, administrative regulations, the securities regulatory rules in the jurisdiction where the Company's shares are listed, and other relevant provisions;

(II) meet the independence requirements stipulated in the Articles of Association;

(III) possess basic knowledge of the operations of a listed company and be familiar with relevant laws, regulations and rules;

(IV) have more than five years of work experience in fields such as law, accounting or economics necessary for performing the duties of an independent Director;

(V) possess good personal integrity with no record of serious dishonesty or other negative records;

(VI) other conditions stipulated by laws, administrative regulations, the provisions of the CSRC, the rules of the stock exchange where the Company's shares are listed, and the Articles of Association.

The Company shall establish a special meeting mechanism exclusively composed of independent Directors. Matters such as related transactions to be considered by the Board of Directors shall be approved by a special meeting of independent Directors in advance.

The Company shall convene special meetings of independent Directors regularly or as needed. Matters listed in items (I) to (III) of the first paragraph of Article 131 and those in Article 132 of the Articles of Association shall be reviewed by a special meeting of independent Directors.

Special meetings of independent Directors may discuss other matters of the Company as needed.

Special meetings 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 convener fails to perform or is unable to perform his/her duties, two or more independent Directors may convene the meeting themselves and elect a representative to preside.

Special meetings of independent Directors shall have meeting minutes prepared as required, and the opinions of the independent Directors shall be recorded in the meeting minutes. Independent Directors shall sign to confirm the meeting minutes.

The Company shall provide convenience and support for the convening of special meetings of independent Directors.

Special Committees of the Board of Directors

The Company's Board of Directors shall establish an Audit Committee, which shall exercise the functions and powers of the Supervisory Committee as stipulated in the Company Law.

The Audit Committee shall consist of three members, who shall be Directors not holding senior management positions in the Company, including two independent Directors. All members shall be non-executive Directors and the convener shall be an independent Director with professional accounting expertise. At least one independent Director in the Audit Committee shall possess the appropriate professional qualifications as defined in the Hong Kong Listing Rules or have appropriate accounting or related financial management expertise.

The Audit Committee shall convene a meeting at least once every quarter. An extraordinary meeting may be convened upon the proposal of two or more members, or when the convener deems it necessary. A meeting of the Audit Committee shall be held only when more than two-thirds of its members are present.

Resolutions of the Audit Committee shall be approved by a majority of its members.

Each member of the Audit Committee shall have one vote on the resolutions.

Resolutions of the Audit Committee shall be recorded in meeting minutes as required, and members of the Audit Committee present at the meeting shall sign the meeting minutes.

The working procedures for the Audit Committee shall be formulated by the Board of Directors.

The Board of Directors may establish other special committees such as the Strategy and ESG Committee, the Nomination Committee and the Remuneration and Appraisal Committee. These committees shall perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals from these special committees shall be submitted to the Board of Directors for review and decision. The working procedures for the special committees shall be formulated by the Board of Directors.

SENIOR MANAGERS

The Company shall have one general manager who shall be appointed or dismissed by the Board of Directors.

The Company may appoint deputy general managers based on operation and management needs, who shall be appointed or dismissed by the Board of Directors.

The provisions in the Articles of Association regarding circumstances under which one cannot serve as a Director and regarding resignation management, shall apply equally to senior managers.

The provisions in the Articles of Association regarding duties of loyalty and diligence shall apply equally to senior managers.

The general manager shall serve a term of three years and may serve consecutive terms if reappointed.

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

(I) to preside over the production, operation and management of the Company, organize the implementation of the resolutions made by the Board of Directors and report his/her work to the Board of Directors;

(II) to organize the implementation of the annual business plans and investment plans of the Company;

(III) to prepare the proposal on the establishment of the Company's internal management structure;

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

(V) to formulate specific rules of the Company;

(VI) to propose to the Board of Directors to appoint or dismiss the deputy general managers and chief financial officer;

(VII) to decide to appoint or dismiss the officers other than those whose appointment or dismissal shall be decided by the Board of Directors;

(VIII) other functions and powers granted by the Articles of Association or the Board of Directors.

The general manager shall attend Board meetings.

The Company shall have a Board secretary to take charge of the preparation of the general meetings and the Board meetings, the safekeeping of documents, the management of information of shareholders, the handling of information disclosure affairs, etc.

FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDIT

Financial and Accounting Systems

The Company shall establish the financial and accounting systems according to laws, administrative regulations, the securities regulatory rules in the jurisdiction where the Company's shares are listed, and the provisions of relevant state authorities.

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

The aforementioned annual reports and interim reports shall be prepared in accordance with relevant laws, administrative regulations, the provisions of the CSRC and the rules of the stock exchange where the Company's shares are listed.

The Company shall not set up any other accounting books except for the statutory accounting books. The assets of the Company shall not be deposited into an account established in the name of any individual.

When the Company distributes its after-tax profits for the current year, 10% of the profits shall be allocated to the Company's statutory reserve fund. If the cumulative amount of the statutory reserve fund exceeds 50% of the Company's registered capital, no further allocation is required.

Where the statutory reserve fund of the Company is not sufficient to make up its losses in the previous years, the profits of the current year shall be used to make up the losses before funds are allocated to the statutory reserve fund according to the provisions in the preceding paragraph.

After the Company allocates funds to the statutory reserve fund from the after-tax profits, it may also allocate funds to a discretionary reserve fund from the after-tax profits upon a resolution of the general meeting.

After the Company has made up for its losses and allocated funds to the reserve fund, the remaining after-tax profits shall be distributed to shareholders in proportion to their shareholdings, unless otherwise specified in the Articles of Association.

If the general meeting distributes profits to shareholders in violation of the Company Law, shareholders shall return the profits distributed in violation to the Company. If losses are caused to the Company, shareholders, the responsible Directors and senior managers shall bear compensation liability.

The Company's shares held by the Company shall not be subject to distribution of profits.

The Company shall appoint one or more receiving proxies in Hong Kong for its H-share shareholders. The receiving proxies shall collect and hold on behalf of the relevant H-share shareholders the dividends and other amounts payable by the Company in respect of H-shares, pending payment to such H-share shareholders. The receiving proxies appointed by the Company shall comply with laws, regulations and the securities regulatory rules in the jurisdiction where the Company's shares are listed.

The Company's reserve fund shall be used to make up for the Company's losses, expand the Company's production and operations or increase the Company's registered capital.

If the reserve fund is used to make up for the Company's losses, the discretionary reserve fund and statutory reserve fund shall be used first; if they are inadequate to make up for the Company's losses, the capital reserve fund can be used in accordance with relevant regulations.

When the statutory reserve fund is converted to increase the registered capital, the remaining portion of such reserve fund shall not be less than 25% of the Company's registered capital before the conversion.

After a resolution is made by the general meeting on the profit distribution plan, the Board of Directors shall complete the distribution of dividends (or shares) within two months after the general meeting. If the specific plan cannot be implemented within two months due to laws, regulations and the securities regulatory rules in the jurisdiction where the Company's shares are listed, the implementation date of the specific plan may be adjusted accordingly in accordance with such provisions and actual circumstances.

Internal Audit

The Company shall implement an internal audit system, which specifies the leadership structure, functions and powers, staffing, funding guarantees, application of audit results and accountability for the internal audit work.

The Company's internal audit system shall be implemented upon the approval by the Board of Directors and disclosed externally.

The Company's internal audit department shall supervise and inspect the Company's business activities, risk management, internal control, financial information and other matters.

The internal audit department shall be accountable to the Board of Directors.

The internal audit department shall accept the supervision and guidance from the Audit Committee during its supervision and inspection of the Company's business activities, risk management, internal control and financial information. If the internal audit department discovers any major issues or clues, it shall report them to the Audit Committee directly and immediately.

APPOINTMENT OF AN ACCOUNTING FIRM

The Company shall appoint an accounting firm that complies with the Securities Law and the securities regulatory rules in the jurisdiction where the Company's shares are listed to audit accounting statements, verify the net assets and offer other relevant consulting services. The appointment term shall be one year and may be renewed.

The appointment or dismissal of an accounting firm by the Company shall be decided by the general meeting and the Board of Directors shall not appoint an accounting firm before a decision is made by the general meeting.

The Company undertakes to provide true and complete accounting vouchers, accounting books, financial accounting reports and other accounting materials to the appointed accounting firm and shall not refuse to provide, conceal or make false reports.

The audit fees of the accounting firm shall be decided by the general meeting.

When the Company dismisses or stops renewing the appointment of an accounting firm, it shall give a 30-day prior notice to the accounting firm and the accounting firm shall be allowed to make its representation at the general meeting where a voting process concerning the dismissal of the accounting firm is carried out.

Where the accounting firm tenders its resignation, it shall state at a general meeting whether there are any improper circumstances involving the Company.

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

Merger, Division, Capital Increase and Capital Reduction

A merger of the Company may take the form of merger by absorption or merger by new establishment.

When a company absorbs other companies, it is a merger by absorption and the absorbed company is dissolved. When two or more companies merge to form a new company, it is a merger by new establishment and the merging parties are dissolved.

If the price paid by the Company for a merger does not exceed 10% of the Company's net assets, approval by a resolution of the general meeting may not be required unless otherwise provided in the Articles of Association. Where a merger under the preceding paragraph does not require a resolution of the general meeting, it shall be subject to approval by a resolution of the Board of Directors.

In the case of a merger, parties to the merger shall enter into a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date of the merger resolution, and make an announcement within 30 days on the media designated by the Company or the National Enterprise Credit Information Publicity System and websites (including the Hong Kong Stock Exchange's website (**www.hkexnews.hk**)).

Creditors may, within 30 days from the date of receiving the notice, or within 45 days from the date of the announcement for those who have not received the notice, require the Company to settle its debts in full or provide the corresponding guarantee.

In a merger, the claims and debts of the merging parties shall be assumed by the surviving company or the newly established company after the merger.

If the Company is divided, its assets shall be divided accordingly.

In the case of a division, a balance sheet and an inventory of assets shall be prepared. The Company shall notify its creditors within 10 days from the date of the division resolution, and make an announcement within 30 days on the media designated by the Company or the National Enterprise Credit Information Publicity System and websites (including the Hong Kong Stock Exchange's website (**www.hkexnews.hk**)).

Debts owed by the Company prior to the division shall be jointly and severally assumed by the companies in existence after the division, unless otherwise agreed in a written agreement between the Company and the creditors prior to the division regarding debt repayment.

When reducing its registered capital, the Company shall prepare a balance sheet and an inventory of assets.

The Company shall notify its creditors within 10 days from the date of the resolution to reduce the registered capital, and make an announcement within 30 days on the media designated by the Company or the National Enterprise Credit Information Publicity System and websites (including the Hong Kong Stock Exchange's website (**www.hkexnews.hk**)). Creditors may, within 30 days from the date of receiving the notice, or within 45 days from the date of announcement for those who have not received the notice, be entitled to require the Company to settle its debts in full or provide the corresponding guarantee.

When the Company reduces its registered capital, it shall reduce its capital contribution or shares in proportion to the shareholders' shareholdings, unless otherwise provided by laws or the Articles of Association.

If the registered capital is reduced in violation of the Company Law or other relevant regulations, shareholders shall return the funds received and any reduction of capital contribution by shareholders shall be restored to its original amount. If losses are caused to the Company, shareholders and the responsible Directors and senior managers shall be held liable for compensation.

In the case of a merger or division that results in changes in registration matters, the Company shall complete the change registration with the company registration authority in accordance with laws. In the case of a dissolution, the Company shall complete the company deregistration in accordance with laws. In the case of a new company establishment, the Company shall complete the establishment registration in accordance with laws.

Any increase or decrease of the Company's registered capital shall be registered with the company registration authority in accordance with laws.

DISSOLUTION AND LIQUIDATION

The Company shall be dissolved for the following reasons:

(I) the term of business stipulated in the Articles of Association has expired or other events of dissolution specified in the Articles of Association have occurred;

(II) the general meeting resolves to dissolve the Company;

(III) dissolution is required due to the merger or division of the Company;

(IV) the business license is revoked, the Company is ordered to close down or its registration is canceled in accordance with laws;

(V) where the Company encounters serious difficulties in its operation and management, its continuance would cause significant losses to shareholders' interests and such difficulties cannot be resolved through other means, shareholders who hold more than 10% of the Company's total shareholders' voting rights may present a petition to a people's court to dissolve the Company.

On the occurrence of the dissolution causes set out in the preceding Article, the Company shall make an announcement of the dissolution cause through the National Enterprise Credit Information Publicity System within 10 days.

If the Company falls under items (I) and (II) of Article 187 in the Articles of Association and has not yet distributed assets to shareholders, it may continue to exist by amending the Articles of Association.

Amendments to the Articles of Association in accordance with the provisions of the preceding paragraph or by a resolution of the general meeting shall be approved by shareholders representing more than two-thirds of the voting rights present at the general meeting.

If the Company is dissolved pursuant to item (I), (II), (IV) or (V) of Article 187 in the Articles of Association, it shall be liquidated. Directors are the liquidation obligors and shall form a liquidation committee to conduct liquidation within 15 days from the date the dissolution cause occurs.

The liquidation committee shall consist of Directors, unless otherwise provided in the Articles of Association or the general meeting resolves to select other persons.

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

The liquidation committee shall notify creditors within 10 days from the date of its formation, and make an announcement within 60 days on the media designated by the Company or the National Enterprise Credit Information Publicity System and websites (including the Hong Kong Stock Exchange's website (**www.hkexnews.hk**)). Creditors shall, within 30 days from the date of receiving the notice, or within 45 days from the date of the announcement for those who have not received the notice, declare their claims to the liquidation committee.

When reporting creditors' rights, the creditors shall provide an explanation of matters relevant to the creditor's rights and provide the supporting evidence. The liquidation committee shall register the claims.

During the claim declaration period, the liquidation committee shall not make any repayment to creditors.

After the liquidation committee has liquidated the Company's assets and prepared a balance sheet and an inventory of assets, it shall formulate a liquidation plan and submit it to the general meeting or the people's court for confirmation.

After the payment of liquidation expenses, employees' wages, social insurance expenses and statutory compensations, outstanding taxes and the Company's debts from the Company's assets, the remaining assets shall be distributed to shareholders in proportion to their shareholdings.

During the liquidation period, the Company still exists but shall not carry out any business activities not related to the liquidation. The assets of the Company shall not be distributed to shareholders until all liabilities have been paid off in accordance with the provisions of the preceding paragraph.

If the liquidation committee, having thoroughly liquidated the Company's assets and prepared a balance sheet and an inventory of assets, finds that the Company's assets are insufficient to pay its debts in full, it shall apply to the people's court for bankruptcy liquidation in accordance with laws.

After the Company's bankruptcy application is accepted by the people's court, the liquidation committee shall transfer the liquidation matters to the bankruptcy administrator designated by the People's Court.

Upon completion of the liquidation, the liquidation committee shall prepare a liquidation report, submit it to the general meeting or the people's court for confirmation and file it with the company registration authority to apply for deregistration of the Company.

Members of the liquidation committee shall perform their liquidation obligation and bear duties of loyalty and diligence.

If members of the liquidation committee neglect their liquidation obligation and cause losses to the Company, they shall be liable for compensation.

If members of the liquidation committee cause losses to the Company or creditors intentionally or through gross negligence, they shall be liable for compensation.

If the Company is declared bankrupt in accordance with laws, bankruptcy liquidation shall be implemented in accordance with the laws on enterprise bankruptcy.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

(I) matters provided for in the Articles of Association are in conflict with the provisions of the amended Company Law or relevant laws, administrative regulations and the securities regulatory rules in the jurisdiction where the Company's shares are listed;

(II) changes occur in the Company's circumstances, resulting in inconsistency with the matters recorded in the Articles of Association;

(III) the general meeting resolves to amend the Articles of Association.