

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

This appendix mainly provides investors with an overview of the Company’s Articles of Association. Since the following content is a summary, it does not contain all the information that may be important to investors.

SHARES

Issue of Shares

The shares of the Company are issued in the form of registered stock.

The Company shall issue shares in an open, fair and just manner, and each share of the same class has the same right. All shares of the same class issued at the same time shall be issued under the same conditions and at the same price; any entity or individual shall pay the same price for each share subscribed.

All shares issued by the Company shall have their nominal values denominated in RMB, with a par value of RMB0.1 per share. The [REDACTED] shares of the Company [REDACTED] on the Hong Kong Stock Exchange are referred to as “H shares” for short. The shares issued by the Company but not [REDACTED] on domestic or overseas stock exchanges are called unlisted shares. Upon filing with the securities regulatory authority of the State Council, the Company’s unlisted shares can be converted into [REDACTED] shares and be [REDACTED] on overseas stock exchanges. [REDACTED] of the shares on an overseas stock exchange shall also comply with the regulatory procedures, regulations and requirements of the relevant overseas stock exchange. The conversion of unlisted shares into [REDACTED] shares and their subsequent [REDACTED] and [REDACTED] on overseas stock exchanges do not require a vote at a shareholders’ meeting.

Among the shares issued by the Company, unlisted shares shall be centrally registered and deposited with the domestic securities registration and clearing institution. The registration and clearing arrangements for [REDACTED] shares shall be governed by the regulations of the place where the Company’s shares are [REDACTED].

Increase, Decrease and Repurchase of Shares

Increase and Decrease of Shares

In accordance with the needs of its business operation and development, and in compliance with applicable laws, administrative regulations, departmental rules, regulatory documents, securities regulatory rules of the place where the Company’s shares are [REDACTED], and the requirements of relevant regulatory authorities, the Company may increase its capital in the following ways upon separate resolutions adopted by the shareholders’ meeting:

- (I) a public offering of shares upon approval by relevant authorities;
- (II) a private placement of shares;
- (III) allotment of bonus shares to existing shareholders;
- (IV) conversion of funds in the capital reserve to share capital;
- (V) other means stipulated by laws and administrative regulations or approved by China Securities Regulatory Commission (“CSRC”) or the securities regulatory authority of the place where the Company’s shares are [REDACTED].

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The Company may reduce its registered capital. When the Company reduces its registered capital, it shall go through the procedures in accordance with the Company Law, the securities regulatory rules of the place where the Company’s shares are [REDACTED], other relevant regulations and the provisions of the Articles of Association.

Repurchase of Shares

The Company shall not repurchase its own shares. However, this does not apply in any of the following circumstances:

- (I) to reduce the Company’s registered capital;
- (II) to merge with another company that holds the Company’s shares;
- (III) to use the shares for an employee stock ownership plan or equity incentive;
- (IV) shareholders object to resolutions of the shareholders’ meeting concerning merger or division of the Company, requiring the Company to purchase their shares;
- (V) to use the shares to convert into the convertible corporate bonds issued by the Company;
- (VI) when it is necessary for the Company to safeguard its own value and the rights and interests of shareholders;
- (VII) other circumstances permitted by laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company’s shares are [REDACTED].

The Company may acquire its own shares through public centralized trading methods or other methods recognized by laws, administrative regulations, the CSRC, and the securities regulatory authorities of the place where the Company’s shares are [REDACTED], and shall comply with the provisions of applicable laws, administrative regulations, and departmental rules. In the case of acquiring the Company’s own shares under the circumstances stipulated in (I) and (II) above, a resolution of the shareholders’ meeting shall be required. In the case of the Company acquiring its own shares under the circumstances stipulated in (III), (V), and (VI) above, a resolution of the Board meeting attended by more than two-thirds of the directors is sufficient, and there is no need to convene a shareholders’ meeting.

After the Company acquires its own shares in accordance with the above-mentioned provisions, in the case of (I), the shares shall be cancelled within 10 days from the date of acquisition; in the cases of (II) and (IV), the shares shall be transferred or cancelled within 6 months. When the Company acquires its own shares in accordance with (III), (V), and (VI) above, the number of acquired shares shall not exceed 10% of the total number of the Company’s issued shares, and the acquired shares shall be transferred or cancelled within 3 years.

If relevant laws, regulations, regulatory documents, and securities regulatory rules of the place where the Company’s shares are [REDACTED] have other provisions regarding the relevant matters involved in the aforementioned share repurchase, and provided that they do not violate the Company Law, the Securities Law, and the Hong Kong Listing Rules, such other provisions shall prevail.

Share Transfer

The shares of the Company can be transferred according to law.

Transfer of all H Shares shall be executed with a written transfer instrument in a common format or other format accepted by the Board (including the standard transfer format or transfer form specified by the Hong Kong Stock Exchange from time to time); If the transferor or transferee

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of the Company’s shares is a recognized clearing house (the “Recognized Clearing House”) or its agent as defined in the relevant ordinances in force from time to time under Hong Kong laws, the written transfer document may be signed in the form of manual signature or machine-printed signature. All transfer instruments must be deposited at the Company’s registered address or other places as the Board of Directors may from time to time specify.

The Company does not accept the Company’s shares as the subject matter of a pledge.

The shares issued before the Company’s [REDACTED] of shares shall not be transferred within one year from the date when the Company’s shares are [REDACTED] and [REDACTED] on a stock exchange. The directors and senior management members of the Company shall report to the Company the shares of the Company they hold and the changes therein. During their tenure as determined at the time of taking office, the number of shares they transfer each year shall not exceed 25% of the total number of shares of the Company they hold, and the shares they hold shall not be transferred within one year from the date when the Company’s shares are [REDACTED] and [REDACTED] on a stock exchange. The above-mentioned persons shall not transfer the shares of the Company they hold within six months after leaving their positions. If the securities regulatory rules of the place where the Company’s shares are [REDACTED] have other provisions on the transfer restrictions of [REDACTED] shares, such provisions shall prevail.

Shareholders and Shareholders’ Meetings

Shareholders

The Company shall establish a register of shareholders in accordance with the Company Law, the securities regulatory rules of the place where the Company’s shares are [REDACTED], other relevant regulations, and the provisions of the Articles of Association. The register of shareholders shall be sufficient evidence to prove that shareholders hold the Company’s shares. The Company shall keep the original part of the register of shareholders for the holders of the Company’s shares [REDACTED] on The Stock Exchange of Hong Kong Limited in Hong Kong, and keep a copy at the Company’s domicile. The entrusted overseas agent shall at all times ensure the consistency between the original and the copy of the register of shareholders for [REDACTED] foreign shares. In case of any discrepancy between the records in the original and the copy, the original shall prevail. The register of shareholders kept in Hong Kong shall be available for inspection by shareholders. However, the Company may close the register of members in accordance with the applicable laws and regulations and the securities regulatory rules of the place where the Company’s shares are [REDACTED].

The shareholders enjoy rights and fulfill obligations as per the class of the shares they hold. Shareholders holding the same class of shares shall enjoy equal rights and assume the same obligations.

If the Company convenes a shareholders’ meeting, distributes dividends, conducts liquidation or executes any other act requiring identification of shareholders, the convener of the Board meeting or shareholders’ meeting shall determine the equity registration date, at the end of which the shareholders in the register shall be shareholders entitled to relevant interests.

The shareholders of the Company shall have the following rights:

- (I) to receive dividends and profit distributions in any other form in proportion to the shares they hold;
- (II) to legally require, convene, preside over, attend or appoint a shareholder proxy to attend the shareholders’ meeting and exercise corresponding right to speak and vote (except for situations where voting rights are required to be waived on relevant matters in accordance with the securities regulatory rules of the place where the Company’s shares are [REDACTED]);

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- (III) to supervise, present suggestions on or make inquiries about the operations of the Company;
- (IV) to transfer, give as gift or pledge their shares in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are [REDACTED], the Articles of Association and other relevant requirements;
- (V) to inspect the Articles of Association, register of shareholders, minutes of shareholders’ meetings, resolutions of the Board meetings, and financial and accounting reports;
- (VI) in the event of the termination or liquidation of the Company, to participate in the distribution of the remaining property of the Company in proportion to the shares held by them;
- (VII) with respect to a shareholder who votes against any resolution adopted at any shareholders’ meetings on the merger or division of the Company, to request the Company to repurchase the shares held by him/her/it;
- (VIII) other rights stipulated by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED] or the Articles of Association.

If any shareholder needs to access the relevant information or obtain materials as set out in the preceding article, the said shareholder shall provide the Company with written documents bearing evidence of the class and number of shares held by him/her/it, and the Company will provide the said information or materials as required by the said shareholder upon authentication of the said shareholder.

Where the contents of a resolution of the shareholders’ meeting or the Board meeting of the Company violate the laws or administrative regulations, the shareholders shall be entitled to petition the people’s court to declare the resolution invalid. Where the convening procedures or voting method of a shareholders’ meeting or a Board meeting violate the laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, the shareholders shall be entitled to petition to the people’s court for revocation within 60 days from the date it was made, except for those with only minor defects in the convening procedure or voting method of the shareholders’ meeting and the Board meeting and those without material impact on resolutions. If there is a dispute among relevant parties such as the Board of Directors and shareholders regarding the validity of a resolution of the shareholders’ meeting, they shall promptly file a lawsuit with the people’s court. Before the people’s court renders a judgment or ruling to revoke the resolution, relevant parties shall implement the resolution of the shareholders’ meeting. The Company, directors, and senior management shall earnestly perform their duties to ensure the normal operation of the Company.

If the people’s court renders a judgment or ruling on relevant matters, the Company shall fulfill its information-disclosure obligations in accordance with laws, administrative regulations, requirements of the CSRC, and rules of the stock exchange, fully explain the impacts, and actively cooperate with the execution after the judgment or ruling comes into effect. In case of correcting previous matters, the Company shall handle them in a timely manner and fulfill the corresponding information-disclosure obligations.

Where the directors or senior management members other than members of the Audit Committee violate the provisions of the laws, administrative regulations or the Articles of Association during the performance of their duties of the Company and cause losses to the Company, the shareholders severally or jointly holding 1% or more shares of the Company for a period of 180 consecutive days or longer may submit a written request to the Audit Committee to file a lawsuit with the people’s court; where the members of the Audit Committee violate the

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provisions of laws, administrative regulations or the Articles of Association in the performance of their duties of the Company and cause losses to the Company, the aforesaid shareholders may submit a written request to the Board of Directors to file a lawsuit with the people’s court.

If the Audit Committee or the Board of Directors refuses to institute legal proceedings after receipt of the written request of the shareholders as stipulated in the preceding paragraph or does not institute legal proceedings within 30 days after receipt of the said request, or if the circumstance is urgent or any delay of legal proceedings may incur irrecoverable damage to the interests of the Company, the shareholders as specified in the preceding paragraph shall be entitled to directly institute legal proceedings to the people’s court in their own names in the interests of the Company.

If any other person infringes upon the legitimate rights and interests of the Company, thereby incurring any loss of the Company, the shareholder(s) severally or jointly holding 1% or more shares of the Company for more than 180 days continuously may institute legal proceedings to the people’s court according to the aforesaid provision.

Where directors or senior management violate the provisions of laws, administrative regulations or the Articles of Association, damaging the interests of shareholders, the shareholders may file a lawsuit with the people’s court.

The shareholders of the Company shall undertake the following obligations:

- (I) to observe the laws, administrative regulations and the Articles of Association;
- (II) to pay capital contribution as per the shares subscribed for and the method of subscription;
- (III) not to exit shares unless in the circumstances stipulated by laws and regulations;
- (IV) not to abuse shareholder’s right to harm the interests of the Company or other shareholders; not to abuse the independent legal person status of the Company or shareholder’s limited liability to harm the interests of creditors of the Company;
- (V) other obligations stipulated by the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association.

If a shareholder of the Company abuses its shareholder rights and causes losses to the Company or other shareholders, it shall bear compensation liability in accordance with the law. Shareholders of the Company who abuse the independent legal person status of the Company and shareholders’ limited liability to evade debts and severely infringe upon the interests of the Company’s creditors shall assume joint and several liabilities for the Company’s debts. The controlling shareholder, de facto controller, directors, and senior management of the Company shall not damage the interests of the Company by making use of their related relationship, otherwise, they shall make compensation for the loss incurred to the Company.

The controlling shareholder and de facto controller of the Company have fiduciary duties towards the Company and the public shareholders of the Company. The controlling shareholders shall exercise their rights as contributors in strict compliance with the laws. The controlling shareholders shall not infringe upon the legitimate rights and interests of the Company and the public shareholders of the Company through profit distribution, asset restructuring, foreign investment, capital appropriation and loan guarantee, and shall not make use of their controlling status to jeopardize the interests of the Company and the public shareholders of the Company.

Any shareholder holding more than 5% of the voting shares in the Company shall submit a written report to the Company on the same day such shareholder pledges any of its shares.

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General Rules for the Shareholder’s Meeting

The shareholders’ meeting is the organ of authority of the Company, and shall exercise the following functions and powers pursuant to the law:

- (I) to elect and replace directors and to decide on matters relating to the remuneration of directors;
- (II) to consider and approve reports of the Board;
- (III) to consider and approve the Company’s profit distribution plans and loss recovery plans;
- (IV) to resolve on the increase or reduction of the registered capital of the Company;
- (V) to resolve on the issuance and repurchase of the corporate bonds, any equity interest or other debt financing instruments;
- (VI) to resolve on the merger, division, dissolution and liquidation of the Company or change of its corporate form;
- (VII) to amend the Articles of Association;
- (VIII) to resolve on the engagement and dismissal of accounting firms by the Company;
- (IX) to consider and approve the matters concerning guarantees as specified in Article 40 of the Articles of Association;
- (X) to consider matters regarding the Company’s purchase or sale of material assets within one year in excess of 30% of the latest audited total assets of the Company (excluding purchases of raw materials, fuel, and power, and sales of products, goods and other assets related to daily operations; however, asset swaps involving the purchase or sale of such assets shall still be included);
- (XI) to consider and approve matters relating to the changes in the use of proceeds from share offerings;
- (XII) to consider equity incentive plans and employee stock ownership plans;
- (XIII) to consider and approve transactions between the Company and the connected persons that are required to be submitted to the shareholders’ meeting for approval under the Hong Kong Listing Rules;
- (XIV) to review and approve any material changes to the Company’s business, including but not limited to the entry into a distinctly different industry or the termination of any existing business;
- (XV) to consider other issues that should be decided by the shareholders’ meeting as stipulated by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s Shares are [REDACTED] or the Articles of Association.

Unless otherwise provided by laws, administrative regulations, regulations of the CSRC or rules of the stock exchange, the aforesaid functions and powers of the shareholders’ meeting shall not be exercised by the Board of Directors or other institutions and individuals by means of authorization. However, the shareholders’ meeting of the Company may authorize the Board to resolve on the issuance of corporate bonds.

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The following external guarantees of the Company shall be considered and approved by the shareholders’ meeting:

- (I) any guarantee provided after the total amount of external guarantee provided by the Company and subsidiaries in which it has controlling interest exceeds 50% of the latest audited net assets;
- (II) any external guarantee to be given by the Company, the total amount of which exceeds 30% of its latest audited total assets;
- (III) any guarantee provided by the Company within one year with a guaranteed amount exceeding 30% of the latest audited total assets of the Company;
- (IV) any guarantee for guarantee objects whose liability-asset ratio exceeds 70%;
- (V) a single guarantee whose amount exceeds 10% of the latest audited net assets;
- (VI) any guarantee provided to shareholders, de facto controllers and their connected persons;
- (VII) other external guarantees that should be considered by the shareholders’ meeting as stipulated by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s Shares are [REDACTED] and the Articles of Association.

The consideration procedures for external guarantees specified in the preceding paragraph do not apply to guarantees provided by the Company to its subsidiaries, guarantees provided by the subsidiaries to the Company and guarantees between the subsidiaries.

The shareholders’ meetings include annual shareholders’ meetings and extraordinary shareholders’ meetings. The annual shareholders’ meeting shall be convened once a year, and be held within 6 months after the end of the previous fiscal year.

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

- (I) the number of directors is less than the number required by the Company Law or less than two-thirds of the number stipulated in the Articles of Association;
- (II) the unrecovered losses of the Company amount to 1/3 of the total paid-in capital;
- (III) it is required by shareholder(s) individually or jointly holding more than 10% equity of the Company;
- (IV) when deemed necessary by the Board of Directors;
- (V) when proposed by the Audit Committee;
- (VI) other circumstances as stipulated by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED] or the Articles of Association.

The venue for the Company’s shareholders’ meeting shall be the Company’s regular office location or the location specified in the notice of the shareholders’ meeting. The Company shall set up a meeting venue, and the shareholders’ meeting shall be held in the form of an on-site meeting or other forms permitted by laws and regulations. On the premise of ensuring the legality and effectiveness of the shareholders’ meeting, in accordance with the provisions of laws,

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administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company’s shares are [REDACTED], the Company may also provide online voting or other methods to facilitate shareholders’ participation in the shareholders’ meeting. Shareholders who participate in the shareholders’ meeting through the above-mentioned methods shall be deemed to have attended the meeting.

Convening of the Shareholders’ Meeting

The shareholders’ meeting shall be convened by the Board according to the laws.

Independent non-executive directors are entitled to propose to the Board on convening an extraordinary shareholders’ meeting. Where independent non-executive Directors propose to convene an extraordinary shareholders’ meeting, the Board shall, in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are [REDACTED] and the Articles of Association, reply in writing on whether or not to approve the convening of an extraordinary shareholders’ meeting within 10 days upon the receipt of the proposal. Where the Board agrees to convene an extraordinary shareholders’ meeting, a notice on the convening of the shareholders’ meeting shall be issued within 5 days after the resolution is passed by the Board; where the Board does not agree to convene an extraordinary shareholders’ meeting, it shall explain the reasons thereof.

The Audit Committee has the right to propose to the Board of Directors to convene an extraordinary shareholders’ meeting, and such proposal shall be submitted to the Board of Directors in writing. The Board shall, in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are [REDACTED] and the Articles of Association, reply in writing on whether or not to approve the convening of an extraordinary shareholders’ meeting within 10 days upon the receipt of the proposal.

Where the Board agrees to convene an extraordinary shareholders’ meeting, a notice on the convening of the meeting shall be issued within 5 days after the resolution is passed by the Board, and the changes made to the original proposal in the notice shall be approved by the Audit Committee. Where the Board does not agree to convene an extraordinary shareholders’ meeting, or fails to reply within 10 days upon the receipt of the proposal, the Board shall be deemed as not being able to perform or failing to perform its duty to convene the shareholders’ meeting, and the Audit Committee may convene and preside over such meeting on its own.

Shareholders individually or in aggregate holding more than 10% of the Company’s shares shall have the right to request the Board to convene an extraordinary shareholders’ meeting and such request shall be made in writing to the Board. The written request should state the subject of the meeting and present a complete proposal. The Board shall, in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are [REDACTED] and the Articles of Association, reply in writing on whether or not to approve the convening of an extraordinary shareholders’ meeting within 10 days upon the receipt of the request.

Where the Board agrees to convene an extraordinary shareholders’ meeting, a notice on the convening of the shareholders’ meeting shall be issued within 5 days after the resolution is passed by the Board, and the changes made to the original request in the notice shall be approved by relevant shareholders. Where it is otherwise provided in the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED], such provisions shall prevail. If the Board refuses to convene an extraordinary shareholders’ meeting or fails to give a response within 10 days after receiving the request, shareholders who individually or jointly hold more than 10% of the Company’s shares have the right to propose to the Audit Committee to convene an extraordinary shareholders’ meeting and shall submit a written request to the Audit Committee.

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Where the Audit Committee agrees to convene an extraordinary shareholders’ meeting, it shall serve a notice of such meeting within 5 days after receipt of the said request. Changes made to the original request in the notice shall be approved by relevant shareholders. If the Audit Committee fails to serve a notice of shareholders’ meeting within the prescribed period, it shall be deemed as failing to convene and preside over the shareholders’ meeting, and the shareholders severally or jointly holding more than 10% shares of the Company for consecutively 90 days may convene and preside over the meeting by themselves.

If the Audit Committee or shareholders decide to convene a shareholders’ meeting on their own, they must notify the Board of Directors in writing.

Prior to the formation of resolutions at the shareholders’ meeting, the shareholding ratio of the shareholders convening such meeting shall not be less than 10%.

For the shareholders’ meeting convened by the Audit Committee or shareholders on their own, the Board shall provide cooperation. The Board of Directors shall provide the register of shareholders as of the Record Date. The register of shareholders obtained by the convener shall not be used for other purposes except for the shareholders’ meeting.

For the shareholders’ meetings convened by the Audit Committee or shareholders on their own, the Company shall bear the necessary expenses for the meeting.

Proposals and Notices of Shareholders’ Meetings

A proposal of a shareholders’ meeting shall fall into the functions and powers of the shareholders’ meeting. There shall be definite topics and specific matters for resolution. The proposal shall comply with the relevant provisions of the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are [REDACTED] and the Articles of Association.

Where the Company convenes a shareholders’ meeting, the Board, Audit Committee, and shareholder(s) individually or jointly holding more than 1% shares of the Company may make proposals to the Company. The shareholders individually or jointly holding more than 1% of the shares of the Company may raise temporary proposals and submit them to the convener in writing 10 days before the shareholders’ meeting is held. The convener shall issue a supplementary notice of the shareholders’ meeting and announce the contents of such temporary proposals within 2 days upon receipt thereof, unless the temporary proposals do not comply with the provisions of Article 50 of the Articles of Association.

Except as provided by the preceding paragraph and the laws, administrative regulations and the securities regulatory rules of the place where the Company’s shares are [REDACTED], the convener shall not amend the proposals already specified in the notice of the shareholders’ meeting or add new proposals subsequent to the issue of the notice of the shareholders’ meeting. The shareholders’ meeting shall not vote or resolve on any proposals which are not contained in a notice of the shareholders’ meeting or are not in compliance with the Articles of Association.

The convener shall notify all shareholders at least 21 days prior to the date of convening an annual shareholders’ meeting and at least 15 days prior to the date of convening an extraordinary shareholders’ meeting. When the Company calculates the starting date, the date of the meeting shall be excluded.

The notice of a shareholders’ meeting shall specify:

- (I) time, venue and duration of the meeting;
- (II) matters and proposals submitted for consideration at the meeting;

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- (III) a clear statement that all shareholders are entitled to attend the shareholders’ meeting and appoint proxies in writing to attend and vote at such meeting and that such proxies need not be shareholders of the Company;
- (IV) the equity registration date of shareholders entitled to attend the shareholders’ meeting;
- (V) name and telephone number of the contact person of the meeting;
- (VI) where a shareholders’ meeting is held via online or other means, the voting time and voting procedure of such means (if any);
- (VII) other requirements as stipulated by the laws, regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED] and the Articles of Association.

Notices or supplementary notices of shareholders’ meetings shall adequately and completely disclose the specific contents of all proposals.

After the notice of shareholders’ meeting is issued, the same meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. Once a postponement or cancellation occurs, the Company or the convener shall make an announcement and explain the reasons in accordance with laws, regulations and the securities regulatory rules of the place where the Company’s shares are [REDACTED].

Holding of Shareholders’ Meetings

All the shareholders in the register of shareholders on the equity registration date or their proxies shall be entitled to attend the shareholders’ meeting and exercise their right to speak and vote according to relevant laws, regulations, the securities regulatory rules of the place where the Company’s shares are [REDACTED] and the Articles of Association. Shareholders may attend the shareholders’ meeting in person, or they may appoint a proxy to attend the meeting on their behalf, make statements and exercise voting rights. A proxy need not be a shareholder of the Company. Shareholders have the right to speak and vote at the shareholders’ meeting, unless individual shareholders are required by the securities regulatory rules of the place where the company’s shares are [REDACTED] to abstain from voting on specific matters.

An individual shareholder attending a shareholders’ meeting in person shall present his/her identity card or other valid certificates or proofs indicating their identity and share account card; a proxy attending a shareholders’ meeting on behalf of an individual shareholder shall present his/her identity card and power of attorney of the shareholder. Corporate shareholders shall be represented at the meeting by their legal representatives or a proxy appointed by the legal representatives; a legal representative attending the meeting shall present his/her identity card and valid certificate bearing evidence of his/her qualifications as legal representative; a proxy attending the meeting on behalf of the legal representative shall present his/her identity card and written power of attorney legally issued by the legal representative of the corporate shareholder, except for shareholders who are recognized clearing houses (or their agents) as defined by the relevant regulations promulgated from time to time in Hong Kong.

If the shareholder is a recognized clearing house (or its agent) as defined by the relevant regulations promulgated from time to time in Hong Kong, the shareholder may authorize one or more persons it deems appropriate to act as its agents or representatives at any shareholders’ meeting (and/or creditors’ meeting). However, if more than one person is authorized, the power of attorney or authorization document shall specify the number and class of shares covered by such authorization for each such person, and the power of attorney or authorization document shall be signed by an authorized person of the recognized clearing house. Persons so authorized may attend the meeting on behalf of the recognized clearing house (or its agent) (without presenting

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shareholding certificates, notarized authorizations and/or further evidence to prove their formal authorization), and may speak and exercise other rights at the meeting as if such persons were individual shareholders of the Company. These authorized persons shall enjoy the same legal rights as other shareholders, including the rights to speak and vote.

The power of attorney used by shareholders to appoint proxies to attend the shareholders' meeting shall contain the following information:

- (I) name or title of the principal and the class and number of the Company's shares held by the principal.
- (II) name or title of the proxy;
- (III) specific instructions from the shareholder, including instructions on voting in favor, against or abstaining from voting on each item on the agenda of the shareholders' meeting; the date of issuance and the validity period of the power of attorney;
- (IV) signature (or seal) of the principal; if the principal is a corporate shareholder or a partnership shareholder, the seal of the legal entity or the partnership shall be affixed;
- (V) other requirements as stipulated by the laws, regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are [REDACTED] and the Articles of Association.

If the shareholders' meeting requires the directors and senior management members to be present at the meeting as non-voting attendees, the directors and senior management personnel shall attend the meeting as non-voting attendees and subject themselves to the inquiries of the shareholders. Directors and senior management members shall make explanations in relation to the inquiries and suggestions made by shareholders at shareholders' meetings.

The shareholders' meetings shall be presided over by the chairman of the Board of Directors. Where the chairman cannot or does not fulfill the duty thereof, the vice chairman shall preside over the meeting. Where the vice chairman cannot or does not fulfill the duty thereof, more than half of the directors may jointly elect a director to preside over the meeting. A shareholders' meeting convened by the Audit Committee itself shall be presided over by the convener of the Audit Committee. When the convener of the Audit Committee is unable to perform or fails to perform his/her duties, one member of the Audit Committee jointly recommended by more than half of the Audit Committee members shall preside over the meeting. A shareholders' meeting convened by the shareholders themselves shall be presided over by a representative elected by the convener.

The shareholders' meeting shall keep minutes, which shall be prepared by a dedicated person appointed by the Board of Directors. The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, convener or representative thereof, and the presider shall sign the minutes. The minutes of the meeting, the signed attendance record of those shareholders present, the power of attorney for attendance by proxy, and the valid information relating to the voting over network or by other means shall be kept as archives for at least 10 years.

Resolutions and Voting at Shareholders' Meetings

Resolutions of the shareholders' meeting are classified into ordinary resolutions and special resolutions. An ordinary resolution shall be passed by more than half of the voting rights held by the shareholders (including proxies) attending the shareholders' meeting. A special resolution shall be passed by not less than two-thirds of the voting rights held by the shareholders (including proxies) attending the shareholders' meeting.

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The following matters shall be approved by ordinary resolution at the shareholders’ meeting:

- (I) the Board of Directors’ work report;
- (II) the profit distribution plan and loss recovery plan proposed by the Board of Directors;
- (III) the appointment or removal of members of the Board of Directors and their remuneration and payment methods;
- (IV) the engagement or dismissal of accounting firms;
- (V) the Company’s annual report;
- (VI) other matters which, under applicable laws, administrative regulations, securities regulatory rules of the place where the Company’s shares are [REDACTED], or these Articles of Association, are not required to be approved by special resolution.

The following matters shall be approved by special resolution at the shareholders’ meeting:

- (I) increase or reduction of the registered capital of the Company;
- (II) division, spin-off, merger, dissolution, liquidation, or change of corporate form of the Company;
- (III) amendments to these Articles of Association;
- (IV) the acquisition or disposal of significant assets or provision of guarantees within one year exceeding 30% of the Company’s latest audited total assets. The foregoing shall not apply to guarantees provided by the Company for its subsidiaries, by subsidiaries for the Company, or among subsidiaries;
- (V) equity incentive plans;
- (VI) review and approval of any material changes to the Company’s business, including but not limited to entering into a distinctly different industry or terminating any existing business;
- (VII) other matters as stipulated by laws, administrative regulations, securities regulatory rules of the place where the Company’s shares are [REDACTED], or these Articles of Association, as well as any other matters which are determined by the shareholders’ meeting via ordinary resolution to have a material impact on the Company and therefore require approval by special resolution.

Where the shareholders’ meeting deliberates on any proposals submitted by an acquirer and/or its concert parties in furtherance of a hostile takeover, such as proposals regarding the purchase or sale of assets, leasing or subleasing of assets, gifting of assets, connected transactions, external investments (including entrusted wealth management), provision of external guarantees or pledges, financial assistance, restructuring of claims or debts, entering into management-related agreements (including entrusted operation, delegated operation, etc.), transfer of R&D projects, licensing agreements, etc., such proposals shall be approved by no less than three-fourths of the voting rights held by shareholders present at the shareholders’ meeting.

Any proposed amendment by the acquirer and/or its concert parties to the anti-hostile takeover provisions under these Articles of Association shall be approved by no less than three-fourths of the voting rights held by shareholders present at the shareholders’ meeting.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

In the event of a hostile takeover of the Company, if any director or senior management member is removed or dismissed prior to the expiry of their term of office without the existence of any illegal or criminal conduct, disqualification or lack of capability to hold the position, or violation of these Articles of Association, the Company shall pay such director or senior management member a one-off compensation equal to ten times the total pre-tax remuneration received by them during their term of office with the Company.

Shareholders (including proxies) shall exercise their voting rights in proportion to the number of voting shares they hold, with each share carrying one vote.

According to applicable laws, administrative regulations, departmental rules, normative documents, and the securities regulatory rules of the place where the Company's shares are [REDACTED], if any shareholder is required to abstain from voting or is restricted to voting only in favor or only against any specific resolution, any vote cast in violation of such requirements or restrictions by such shareholder (or its proxy) shall not be counted in the voting results.

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

When the shareholders' meeting reviews matters related to connected transactions (as defined in the Listing Rules), connected shareholders and their close associates (as defined in the Listing Rules) shall abstain from voting. The voting shares they represent shall not be included in the total number of valid votes cast. The announcement of the shareholders' meeting resolution shall fully disclose the voting results of the non-connected persons.

Prior to reviewing connected transactions, the Company shall determine the scope of connected shareholders in accordance with applicable laws, administrative regulations, departmental rules, normative documents, and the Listing Rules. Connected persons or their authorized representatives may attend the shareholders' meeting and may, in accordance with the meeting procedures, express their views to the attending shareholders, but shall abstain from voting on the relevant matters. If any connected shareholder fails to voluntarily abstain from voting, other attending shareholders shall have the right to request that such person abstain. Once the connected persons have abstained, the other shareholders shall vote based on the voting rights they hold and adopt the relevant resolutions in accordance with these Articles of Association. The meeting chairperson shall announce the number of shareholders and proxies attending the meeting (excluding connected persons) and the total number of voting shares held by them.

Resolutions of the shareholders' meeting concerning connected transactions shall only be valid if approved by more than half of the voting rights held by non-connected persons attending the meeting. However, if the connected transaction concerns a matter that, pursuant to these Articles of Association, must be approved by special resolution, such resolution shall be valid only if passed by not less than two-thirds of the voting rights held by non-connected persons attending the meeting.

If any connected person or its associate violates the provisions of this Article and participates in the voting, the votes cast by such person on the relevant connected transaction shall be deemed invalid.

Except under circumstances of crisis or other special situations, the Company shall not enter into any contract with any person other than its directors and senior management members for the management of all or a significant part of the Company's business, unless such contract has been approved by not less than three-fourths of the voting rights held by shareholders (including shareholder proxies) present at the shareholders' meeting.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

The crisis situations referred to in the preceding paragraph include, but are not limited to, circumstances where the largest shareholder loses its status as such not due to its own subjective intent, or where a hostile takeover occurs as defined under Article 155 of these Articles of Association.

Resolutions adopted at the shareholders’ meeting shall be announced promptly in accordance with applicable laws, regulations, departmental rules, normative documents, securities regulatory rules of the place where the Company’s shares are [REDACTED], and these Articles of Association. The announcement shall specify the directors present, the shareholders and proxies attending the meeting, the total number of voting shares held by them and its proportion to the total number of voting shares of the Company, the voting method, the voting results of each proposal, and the full text of each resolution passed.

If any proposal is not approved, or if the current shareholders’ meeting alters any resolution adopted at a previous shareholders’ meeting, a specific statement to that effect shall be included in the resolution announcement.

Board of Directors

Directors

Directors of the Company shall be natural persons. Any person who falls under any of the following circumstances shall not serve as a director of the Company:

- (I) having no or limited civil capacity;
- (II) having been subject to criminal penalties for corruption, bribery, misappropriation of property, embezzlement of property, or disrupting the socialist market economic order, where five years have not yet elapsed since the completion of the sentence, or having been deprived of political rights due to criminal offenses, where five years have not yet elapsed since the completion of the sentence, or where the person was given a suspended sentence and two years have not yet elapsed since the end of the probation period;
- (III) having served as a director, factory director, or general manager of a company or enterprise that went bankrupt during their tenure and was personally responsible for the bankruptcy, where three years have not yet elapsed since the conclusion of the bankruptcy liquidation;
- (IV) having served as the legal representative of a company or enterprise whose business license was revoked or which was ordered to shut down due to violations of laws and was personally responsible, where three years have not yet elapsed since the date of revocation or closure;
- (V) being listed by a People’s Court as a dishonest person subject to enforcement due to failure to repay substantial personal debts when due;
- (VI) being subject to market entry prohibition measures by the CSRC and the period of prohibition has not yet expired;
- (VII) other circumstances stipulated by laws, administrative regulations, departmental rules, or the securities regulatory rules of the place where the Company’s shares are [REDACTED].

Any election, appointment, or engagement of a director in violation of the above provisions shall be invalid. If a director, during his/her term of office, falls into any of the above circumstances, the Company shall remove such person from his/her position.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

Directors shall be elected or replaced by the shareholders' meeting and may be removed by the shareholders' meeting before the expiration of their term. Each term of the Board of Directors shall last for three years. Directors shall be eligible for re-election upon expiration of their term of office, unless otherwise provided by applicable laws, regulations, or the securities regulatory rules of the place where the Company's shares are [REDACTED].

The term of a director shall commence from the date he/she assumes office and end upon the expiry of the term of the current Board of Directors. If a director is not re-elected in time after the expiration of his/her term, the original director shall continue to perform his/her duties in accordance with laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are [REDACTED], and these Articles of Association until a new director takes office.

A director may concurrently serve as the general manager or other member of senior management.

Directors shall comply with laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are [REDACTED], and these Articles of Association. They owe a duty of loyalty to the Company, shall take measures to avoid conflicts of interest between themselves and the Company, and shall not use their powers to seek improper personal benefits.

Directors owe the Company the following duties of loyalty:

- (I) not to use their powers to solicit or accept bribes or other unlawful gains, and not to misappropriate company property;
- (II) not to misappropriate company funds;
- (III) not to open accounts in their own or others' names for the deposit of company assets or funds;
- (IV) not to, without reporting to the Board of Directors or shareholders' meeting and obtaining approval by resolution in accordance with these Articles of Association, enter into contracts or transactions with the Company, whether directly or indirectly;
- (V) not to, without reporting to the Board of Directors or shareholders' meeting and obtaining approval by resolution of the shareholders' meeting, take advantage of their position to secure business opportunities that belong to the Company for themselves or others, except where such business opportunities, under applicable laws, administrative regulations, or these Articles of Association, cannot be utilized by the Company;
- (VI) not to engage in, or cause others to engage in, businesses of the same type as those of the Company, without reporting to the Board of Directors or shareholders' meeting and obtaining approval by resolution of the shareholders' meeting;
- (VII) not to accept commissions related to transactions between others and the Company for personal benefit;
- (VIII) not to disclose company secrets without authorization;
- (IX) not to harm the interests of the Company by taking advantage of their connected relationships;
- (X) other duties of loyalty as stipulated by laws, administrative regulations, departmental rules, and these Articles of Association.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

Any gains obtained by a director in violation of the provisions of this article shall belong to the Company; if losses are caused to the Company, the director shall be liable for compensation.

Where close relatives of directors or senior management members, or enterprises directly or indirectly controlled by directors, senior management members, or their close relatives, or other persons with connected relationships with directors or senior management members, enter into contracts or conduct transactions with the Company, the provisions of Item (IV) above shall apply.

Directors shall comply with laws, administrative regulations, and these Articles of Association, and shall owe the following duties of diligence to the Company:

- (I) They shall exercise the rights granted by the Company with prudence, care, and diligence to ensure that the Company's business activities comply with national laws, administrative regulations, and relevant economic policies, and that such activities do not exceed the business scope as stipulated in the business license;
- (II) They shall treat all shareholders fairly;
- (III) They shall stay informed of the Company's operational and management status in a timely manner;
- (IV) They shall issue written confirmation opinions on the Company's periodic reports to ensure that the information disclosed by the Company is truthful, accurate, and complete;
- (V) They shall provide truthful information and materials to the Audit Committee and shall not obstruct the Audit Committee in the performance of its duties;
- (VI) They shall not to provide, in any form, any convenience or assistance that would impair the legitimate rights and interests of the Company or its shareholders to any organization or individual intending to or in the course of carrying out a hostile takeover of the Company, or in support of such takeover actions;
- (VII) Other duties of diligence as prescribed by laws, administrative regulations, departmental rules, and these Articles of Association.

Directors (including independent non-executive directors) shall actively participate in relevant training programs, including training on listing rules and associated risk topics, and shall regularly attend external training provided by the stock exchange or other regulatory authorities in order to understand their rights, obligations, and responsibilities as directors, become familiar with relevant laws and regulations, and acquire the knowledge required for performing their duties as directors.

Directors shall not use their position to seek business opportunities belonging to the Company for their own benefit or for the benefit of others. However, this shall not apply under the following circumstances:

- (I) where the director has reported to the Board of Directors or the shareholders' meeting, and such matter has been approved by resolution of the Board of Directors or the shareholders' meeting in accordance with applicable laws, regulations, and the securities regulatory rules of the place where the Company's shares are [REDACTED];
- (II) where the Company is unable to utilize the business opportunity under applicable laws, administrative regulations, or these Articles of Association.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

A director may resign before the expiration of his/her term. To resign, the director shall submit a written resignation report to the Company, and the resignation shall become effective upon the date the Company receives the resignation report. If a director’s resignation causes the number of directors on the Board of the Company to fall below the statutory minimum, or if the resignation of an independent non-executive director causes the proportion of independent non-executive directors on the Board or any of its special committees to fall below the standards required under applicable laws, regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED], or these Articles of Association, then prior to the assumption of office by the newly elected director, the resigning director shall continue to perform his/her duties in accordance with laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED], and these Articles of Association. The Board of Directors shall promptly convene a shareholders’ meeting to elect a new director to fill the vacancy arising from the resignation.

Upon the effectiveness of resignation or the expiration of the term of office, a director shall complete all handover formalities with the Board of Directors. The duty of loyalty owed by a director to the Company and its shareholders shall not automatically terminate with the end of his/her term of office. The director’s obligation to keep the Company’s trade secrets confidential shall remain effective after the resignation becomes effective or the term of office expires, and shall continue until such information becomes public. The duration of any other continuing obligations shall be determined based on the principle of fairness.

If a director violates applicable laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED], or these Articles of Association in the performance of his/her duties and causes losses to the Company, the director shall be liable for compensation. If a director resigns without authorization before the end of his/her term and causes losses to the Company, the director shall be liable for compensation.

Board of Directors

The Board of Directors shall consist of seven directors, including executive directors, non-executive directors, and independent non-executive directors. The number of independent non-executive directors shall account for at least one-third of the total Board members and shall not be fewer than three. The Board of Directors shall have one chairman and one vice chairman, each elected by a majority vote of all directors.

The Board of Directors shall exercise the following powers:

- (I) convening shareholders’ meetings and reporting to the shareholders’ meeting;
- (II) implementing resolutions of the shareholders’ meeting;
- (III) deciding the Company’s business plans and investment proposals;
- (IV) formulating the Company’s profit distribution plans and loss recovery plans;
- (V) formulating the Company’s annual financial budget plan, final accounts plan, and any material amendments to such plans;
- (VI) formulating the Company’s plans for increasing or reducing registered capital, issuing bonds or other securities, and listing;
- (VII) formulating the Company’s plans for significant acquisitions, repurchase of the Company’s shares, or mergers, divisions, dissolutions, and change of corporate form of the Company;

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

- (VIII) deciding, within the scope of authorization granted by the shareholders’ meeting, on matters such as external investments, asset acquisitions and disposals, asset mortgages, external guarantees, entrusted wealth management, connected transactions, and external donations;
- (IX) electing or replacing the chairman and the vice chairman of the Board;
- (X) deciding the establishment of internal management organizations of the Company;
- (XI) deciding the appointment or dismissal of the general manager, the Board secretary, and other senior management members of the Company, and determining their remuneration and disciplinary matters; deciding, based on the nomination of the general manager, the appointment or dismissal of deputy general managers and chief financial officer, and determining their remuneration and disciplinary matters;
- (XII) formulating the Company’s basic management systems;
- (XIII) formulating proposals for amendments to these Articles of Association;
- (XIV) managing matters related to information disclosure of the Company;
- (XV) proposing to the shareholders’ meeting the engagement or replacement of the accounting firm responsible for auditing the Company;
- (XVI) hearing work reports from the general manager of the Company and inspecting their work;
- (XVII) in the event of a hostile takeover of the Company, adopting and implementing anti-takeover measures that are not prohibited by applicable laws and regulations and do not impair the lawful rights and interests of the Company and other shareholders;
- (XVIII) other powers conferred by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED], or these Articles of Association.

The chairman of the Board shall exercise the following powers:

- (I) presiding over shareholders’ meetings and convening and presiding over Board meetings;
- (II) supervising and inspecting the implementation of Board resolutions;
- (III) other powers granted by the Board of Directors.

Board meetings are classified into regular meetings and extraordinary meetings. The Board shall convene at least four regular meetings annually, approximately once per quarter, which shall be convened by the chairman with a notice issued at least 14 days prior to each meeting.

Under the following circumstances, the chairman shall convene and preside over an extraordinary Board meeting within 10 days upon receiving a proposal:

- (I) where shareholders representing more than one-tenth of the voting rights propose so;
- (II) where more than one-third of the directors jointly propose so;
- (III) where the Audit Committee proposes so;

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

(IV) where the chairman deems it necessary;

(V) other circumstances as specified in these Articles of Association.

A Board meeting shall only be held if more than half of the directors are present. A Board resolution must be passed by a majority of all directors. Each director shall have one vote in Board resolutions. In the event of a tie, the chairman shall have a casting vote.

Where a director has a connected relationship with an entity or individual involved in a matter to be considered at a Board meeting, the director shall report such relationship to the Board in writing in a timely manner. A connected director shall not vote on such matter or act as a proxy for other directors in voting, and the votes they hold shall not be counted in the total voting rights. The Board meeting may be held with the attendance of more than half of the non-connected directors, and the resolution must be passed by a majority of the non-connected directors. Where the number of non-connected directors attending the meeting is less than three, the matter shall be submitted to the shareholders’ meeting for consideration. Where laws, regulations, or the securities regulatory rules of the place where the Company’s shares are [REDACTED] impose additional restrictions on director participation in Board meetings or voting, such provisions shall prevail.

Directors shall be held accountable for resolutions adopted by the Board of Directors. Where a resolution of the Board violates laws, administrative regulations, these Articles of Association, or resolutions of the shareholders’ meeting, thereby causing material losses to the Company, the directors who participated in the adoption of such resolution shall be liable for compensation to the Company. However, a director may be exempted from such liability if it is proven that the director expressed dissent during the voting process and such dissent was recorded in the minutes of the meeting.

Special Committees of the Board of Directors

The Company shall establish an Audit Committee under the Board of Directors, which shall exercise the functions and powers of a supervisory committee as provided in the Company Law. The Audit Committee shall consist of three members, all of whom shall be independent directors. One of them, who shall possess accounting expertise, shall act as the convener.

The Audit Committee shall be responsible for reviewing the Company’s financial information and its disclosure, and for supervising and assessing both internal and external auditing and internal control. The following matters shall be submitted to the Board of Directors for consideration only after being approved by a majority of all members of the Audit Committee:

- (I) the financial information disclosed in financial and accounting reports and periodic reports, and the internal control evaluation report;
- (II) the engagement or dismissal of accounting firms responsible for auditing the listed company;
- (III) the appointment or dismissal of the chief financial officer of the listed company;
- (IV) changes in accounting policies or accounting estimates, or corrections of material accounting errors not due to changes in accounting standards;
- (V) other matters as required by laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are [REDACTED], or these Articles of Association.

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The Company shall establish a Nomination Committee and a Remuneration and Appraisal Committee under the Board of Directors, which shall perform their duties in accordance with these Articles of Association and the authorization of the Board of Directors. Proposals from the special committees shall be submitted to the Board of Directors for consideration and decision. The Board of Directors shall be responsible for formulating the working rules of the special committees.

General Manager and Other Senior Management Members

The Company shall have one general manager, three deputy general managers, one chief financial officer, and one Board secretary, all of whom shall be appointed or dismissed by the Board of Directors. The Company may decide to appoint other senior management members as needed for its operational development.

The circumstances under which a person may not serve as a director, as set out in these Articles of Association, shall apply equally to senior management members. The provisions on directors' duties of loyalty and diligence under these Articles of Association shall also apply to senior management members.

Each term of office of the general manager shall be three years. The general manager may be reappointed by the Board of Directors upon expiration of the term. The term of office shall commence from the date of approval by the Board of Directors and shall end upon the expiry of the current Board's term.

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

- (I) to preside over the production and business operations of the Company, organize the implementation of Board resolutions, and report to the Board of Directors;
- (II) to organize the implementation of the Company's annual business plan and investment proposals;
- (III) to formulate plans for the establishment of internal management organizations of the Company;
- (IV) to formulate the Company's basic management systems;
- (V) to formulate the Company's specific rules and policies;
- (VI) to propose to the Board of Directors the appointment or dismissal of other senior management members;
- (VII) to decide on the appointment or dismissal of management personnel other than those whose appointments or dismissals must be determined by the Board of Directors;
- (VIII) to formulate the compensation, benefits, and reward and punishment policies for the Company's employees, and to decide on the appointment or dismissal of employees of the Company;
- (IX) to examine and approve, within the authorization granted by the Board of Directors, the purchase and disposal of fixed assets;
- (X) to examine and approve, within the authorization granted by the Board of Directors, investment matters;
- (XI) to decide on matters relating to operating loans of the Company and its subsidiaries;

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

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

The general manager shall attend Board meetings.

The general manager may resign before the expiry of his/her term of office. The specific procedures and methods for resignation shall be governed by the employment contract between the general manager and the Company.

Each term of office for other senior management members shall be three years. Their appointments or dismissals shall be proposed by the general manager and determined by the Board of Directors.

The Company shall have a Board secretary, who shall be responsible for organizing shareholders’ meetings and Board meetings, safekeeping documents, managing shareholder information, and handling matters related to information disclosure. The Board secretary shall comply with the relevant provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED], and these Articles of Association.

If any senior management member violates applicable laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED], or these Articles of Association in the performance of his/her duties and causes losses to the Company, the director shall be liable for compensation.

Senior management members shall receive relevant training on the Listing Rules and risk management, and shall regularly attend external training sessions held by the stock exchange or other regulatory authorities.

Financial and Accounting System, Profit Distribution and Audit

Financial and Accounting System and Profit Distribution

The Company shall formulate its financial and accounting system in accordance with laws, administrative regulations and the provisions of relevant state departments. Where otherwise provided by the securities regulatory authority of the place where the Company’s shares are [REDACTED], such provisions shall prevail.

The Company shall not establish any set of accounting books in addition to the statutory accounting books. The Company’s funds shall not be deposited into any account opened in the name of an individual.

When distributing profits for a given year, the Company shall allocate 10% of its after-tax profits to the statutory reserve fund. Where the accumulated amount of the statutory reserve fund has reached more than 50% of the Company’s registered capital, no further allocation is required. Where the statutory reserve fund is insufficient to cover losses carried over from previous years, the Company shall use the current year’s profits to offset such losses before making allocations to the statutory reserve fund as specified above.

After the Company has allocated after-tax profits to the statutory reserve fund, it may, subject to a resolution of the shareholders’ meeting, allocate additional amounts to a discretionary reserve fund.

Any remaining after-tax profits following the offsetting of losses and the appropriation to the reserve funds shall be distributed to shareholders in proportion to their shareholdings, unless otherwise provided in these Articles of Association.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

If the Company distributes profits to shareholders in violation of the above provisions, such shareholders shall return the improperly distributed profits to the Company. Any director or senior management member who is held responsible and causes losses to the Company shall be liable for compensation.

Shares held by the Company shall not be entitled to profit distribution.

The Company’s reserve funds may be used to cover losses, expand production and operations, or be converted into share capital. Where reserve funds are used to cover losses, discretionary reserve funds and statutory reserve funds shall be used first. If the losses still cannot be fully covered, the capital reserve may be used in accordance with applicable regulations. Where the statutory reserve fund is converted into registered capital, the balance of such statutory reserve fund retained shall not be less than 25% of the Company’s registered capital prior to the conversion.

Following the resolution of the shareholders’ meeting on a profit distribution plan, or after the Board of Directors has formulated a specific plan based on the dividend distribution conditions and upper limit as approved at the annual shareholders’ meeting for the next year’s interim dividend, the distribution of dividends (in cash or shares) shall be completed within two months.

The Company may distribute profits in the form of cash, shares, a combination of cash and shares, or other means permitted by laws and regulations.

Engagement of Accounting Firms

The Company shall engage an accounting firm that meets the requirements under applicable laws and regulations to conduct audits of its financial statements, perform capital verification, and provide other relevant consulting services. The term of appointment shall be one year and may be renewed upon expiration.

The engagement of an accounting firm by the Company must be decided by the shareholders’ meeting. The Board of Directors shall not engage an accounting firm without the prior approval of the shareholders’ meeting.

The Company shall ensure that the engaged accounting firm is provided with true and complete accounting vouchers, books, financial and accounting reports, and other accounting information. The Company shall not refuse to provide, conceal, or misrepresent such information.

The remuneration of the accounting firm, or the method for determining such remuneration, shall be determined by the shareholders’ meeting.

If the Company intends to dismiss or not renew the engagement of an accounting firm, it shall give 15 days’ advance notice to such accounting firm. When the shareholders’ meeting votes on the dismissal of an accounting firm, such firm shall be allowed to make statements.

Where the accounting firm proposes to resign, it shall explain to the shareholders’ meeting whether the Company has committed any improper acts.

Merger, Division, Capital Increase, Capital Reduction, Dissolution and Liquidation

Merger, Division, Capital Increase and Capital Reduction

The Company may conduct a merger by way of absorption or by establishing a new company. In the case of an absorption merger, one company absorbs another, and the absorbed company shall be dissolved. In the case of a merger by establishing a new company, two or more companies combine to form a new company, and all merging parties shall be dissolved.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

Where the consideration for the merger paid by the Company does not exceed 10% of the Company's net assets, approval by the shareholders' meeting is not required, unless otherwise provided in these Articles of Association. A merger that does not require a resolution of the shareholders' meeting pursuant to the foregoing shall be approved by a resolution of the Board of Directors.

In the case of a merger, the merging parties 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 shall make an announcement within 30 days in a newspaper or via the National Enterprise Credit Information Publicity System. Creditors may request the Company to repay debts or provide a corresponding guarantee within 30 days from the date of receipt of such notice, or within 45 days from the date of the announcement if no notice was received. Upon a merger, the surviving company or the newly established company shall assume the debts and claims of all parties to the merger.

In the case of a division, the Company's assets shall be divided accordingly. The Company shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date on which the division resolution is passed and shall make an announcement within 30 days in a newspaper or via the National Enterprise Credit Information Publicity System. The debts incurred by the Company prior to the division shall be jointly and severally assumed by the companies resulting from the division, unless a written agreement regarding debt repayment has been otherwise reached between the Company and its creditors prior to the division.

If the Company needs to reduce its registered capital, it shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date on which the resolution on capital reduction is passed at the shareholders' meeting and shall make an announcement within 30 days in a newspaper or via the National Enterprise Credit Information Publicity System. Creditors may request the Company to repay debts or provide a corresponding guarantee within 30 days from the date of receipt of such notice, or within 45 days from the date of the announcement if no notice was received.

Capital reduction by the Company shall be carried out in proportion to the shareholders' capital contributions or shareholdings, unless otherwise provided by law or these Articles of Association. The Company shall reduce shares in accordance with the capital reduction plan as resolved by the shareholders' meeting, unless otherwise provided by law or these Articles of Association.

Where losses remain after the Company has covered them in accordance with Article 119 of these Articles of Association, the Company may reduce its registered capital to make up for the losses. When registered capital is reduced to make up losses, no distribution shall be made to shareholders, and shareholders shall not be exempted from the obligation to pay in their subscribed capital. Capital reduction under the above provision shall not be subject to paragraph 2 of Article 136 of these Articles of Association, but an announcement shall be made within 30 days from the date of the capital reduction resolution of the shareholders' meeting in a newspaper or via the National Enterprise Credit Information Publicity System. After the Company reduces its registered capital in accordance with the foregoing, it shall not distribute profits until the total amount of its statutory and discretionary reserves reaches 50% of the registered capital.

Where capital is reduced in violation of the Company Law or other applicable laws and regulations, any funds received by shareholders shall be returned to the Company; any reduction or exemption of shareholders' capital contributions shall be reinstated. Any losses thereby caused to the Company shall be subject to compensation by the responsible shareholders, directors and senior management members.

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

In the event of a merger or division resulting in changes to the Company's registration particulars, the Company shall complete the change registration with the company registration authority in accordance with the law. If the Company is dissolved, it shall apply for deregistration in accordance with the law. If a new company is established, it shall be registered in accordance with the law. If the Company increases or reduces its registered capital, it shall apply for change registration with the company registration authority in accordance with the law.

Dissolution and Liquidation

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

- (I) the expiration of its business term or the occurrence of any dissolution event as specified in these Articles of Association;
- (II) a resolution on dissolution is adopted by the shareholders' meeting;
- (III) dissolution is required due to a merger or division of the Company;
- (IV) the business license is revoked, the Company is ordered to close down, or the Company is otherwise deregistered in accordance with the law;
- (V) the Company experiences serious operational difficulties that would cause significant damage to shareholders' interests if the Company continues to exist, and such issues cannot be resolved through other means, in which case shareholders holding 10% or more of all voting rights may petition the People's Court to dissolve the Company;
- (VI) the Company suffers losses caused by force majeure, such as natural disasters or war, and is unable to continue operations.

Where a dissolution event as specified in the preceding paragraph occurs, the Company shall disclose such dissolution event via the National Enterprise Credit Information Publicity System within 10 days.

If the circumstances specified in Items (I) or (II) above occur and the Company has not yet distributed its assets to shareholders, the Company may continue to exist by amending these Articles of Association or upon resolution of the shareholders' meeting. Any such amendment or resolution must be approved by shareholders representing more than two-thirds of the voting rights of shareholders present at the shareholders' meeting.

Where the Company is dissolved due to any of the circumstances specified in Items (I), (II), (IV) or (V) above, liquidation shall be carried out. The directors shall be the liquidation obligors of the Company and shall form a liquidation committee within 15 days from the date the dissolution event occurs. The liquidation committee shall be composed of all directors. If the liquidation obligors fail to perform their liquidation obligations in a timely manner and losses are caused to the Company or its creditors, they shall bear liability for compensation.

During the liquidation period, the liquidation committee shall exercise the following powers:

- (I) to sort out the Company's assets and prepare a balance sheet and an inventory of assets;
- (II) to notify and publicly announce to the Company's creditors;
- (III) to handle the Company's outstanding business related to liquidation;
- (IV) to pay taxes owed and taxes arising in the course of liquidation;

APPENDIX VI SUMMARY OF THE ARTICLES OF ASSOCIATION

- (V) to settle claims and debts;
- (VI) to distribute the remaining assets of the Company after repayment of debts;
- (VII) to represent the Company in civil proceedings.

During the liquidation period, the Company shall continue to exist but shall not engage in any business activities unrelated to liquidation. No assets of the Company shall be distributed to shareholders prior to full settlement of debts in accordance with the preceding paragraph. Where, after verifying the Company’s assets and preparing a balance sheet and asset inventory, the liquidation committee finds that the Company’s assets are insufficient to repay its 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 committee shall hand over the liquidation affairs to the bankruptcy administrator appointed by the court. Upon conclusion of the liquidation, the liquidation committee shall prepare a liquidation report, which shall be submitted to the shareholders’ meeting or the People’s Court for confirmation, and be submitted to the company registration authority for deregistration of the Company.

Members of the liquidation committee shall fulfill their duties of loyalty and diligence. Any member who fails to perform such duties and causes losses to the Company shall be liable for compensation; where losses are caused to creditors due to the member’s intentional misconduct or gross negligence, such member shall also be liable for compensation. If the Company is legally declared bankrupt, bankruptcy liquidation shall be carried out in accordance with applicable enterprise bankruptcy laws.

Amendments to the Articles of Association

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

- (I) the Company Law or other applicable laws, administrative regulations, or securities regulatory rules of the place where the Company’s shares are [REDACTED] are amended, resulting in inconsistencies with the provisions of these Articles of Association;
- (II) changes in the Company’s circumstances result in inconsistencies with the matters recorded in these Articles of Association;
- (III) the shareholders’ meeting resolves to amend these Articles of Association.

Any amendment to these Articles of Association that is approved by the shareholders’ meeting and is subject to approval by the competent authorities shall be submitted for such approval. Where the amendment involves matters of company registration, change registration shall be carried out in accordance with the law.

The Board of Directors shall amend these Articles of Association in accordance with the resolutions of the shareholders’ meeting and the approval opinions of the relevant competent authorities.