

APPENDIX VI

SUMMARY OF THE ARTICLES OF ASSOCIATION

The Articles of Association (the “AoA”) is considered and approved by the general meeting of the Company, which shall come into effect and be implemented upon the [REDACTED] of the [REDACTED] shares of the Company and from the date of its [REDACTED] and [REDACTED] on HKSE.

GENERAL PROVISIONS

The Company is a joint stock company with perpetual existence.

All assets of the Company shall be divided into shares of equal value. The shareholders shall be liable to the Company to the extent of the shares they subscribed for. The Company shall be liable for its debts to the extent of all of its assets.

From the effective date of the AoA, the AoA shall be a legally binding document which regulates the Company’s organization and acts, governs the rights and obligations between the Company and the shareholders, and amongst the shareholders themselves, and shall be a legally binding document governing on the Company, its shareholders, directors and senior management. Pursuant to the AoA, a shareholder may take legal actions against the other shareholders; a shareholder may take legal action against the Company’s directors and senior management; a shareholder may take legal action against the Company; and the Company may take legal action against its shareholders, directors and senior management.

SHARES

Issuance of Shares

The shares of the Company shall take the form of share certificates.

The shares of the Company shall be issued in accordance with the principles of openness, fairness and impartiality. Each share of the same class shall carry the same rights. Shares of the same class and in the same issuance 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.

Increase, Reduction and Repurchase of Shares

Capital Increase

The Company may, upon resolution by the general meeting of the Company, adopt the following methods to increase its capital based on its business and development needs and pursuant to the provisions of laws and regulations:

- (i) issuance of shares to unspecified objects;
- (ii) issuance of shares to specified objects;
- (iii) issue of bonus shares to its existing shareholders;
- (iv) conversion of capital reserve into share capital; or
- (v) other means approved by laws and regulations, the CSRC and the HKSE.

Capital Reduction

The Company may reduce its registered capital. The company shall complete the formalities for reduction of registered capital pursuant to the Company Law and other relevant provisions and the procedures stipulated in the AoA.

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Repurchase of Shares

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

- (i) reduction of registered capital;
- (ii) merger with other companies that hold shares in the Company;
- (iii) use of shares for employee stock ownership plan or equity incentives;
- (iv) purchasing shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting of the Company on the merger or division of the Company;
- (v) use of shares for conversion of corporate bonds issued by the company that can be converted into shares; or
- (vi) necessity for the purpose of maintaining the value of the company and shareholders' equity.

The Company may acquire its own shares through public and centralized trading or other ways specified by the laws, regulations and the securities regulatory authorities.

Where the Company purchases its own shares due to the circumstances set out in items (1) and (2) above, it shall be subject to the resolution of the general meeting of the Company; where the Company acquires its own shares under the circumstances set out in items (3), (5) and (6) above, it shall be subject to the resolution of the Board meeting attended by more than two-thirds of the Directors.

After the Company has bought back its own shares, such shares shall be cancelled within 10 days from the date of buy-back in the case of item (1), which is solely for the purpose reduction of its registered capital; such shares shall be transferred or cancelled within 6 months in the case of items (2) and (4); such shares shall not exceed 10% of the total issued shares of the Company in the case of items (3), (5) and (6), and shall be transferred or cancelled within 3 years.

Transfer of Shares

Unless otherwise stipulated by laws, regulations, normative documents, or the listing rules of the stock exchange where the Company's shares are [REDACTED], the company's shares may be freely transferred in accordance with the law and shall not be subject to any lien. Shareholders shall transfer shares through lawfully established stock exchanges or by other means as prescribed by the State Council.

Shares issued by the Company prior to the [REDACTED] of shares shall not be transferred within 1 year from the date of [REDACTED] of the Company's shares on the stock exchange.

Directors and Senior Management of the Company shall declare to the Company the numbers of the shares of the Company held by them and changes thereof and shall not transfer in a given year during their terms of office determined at the time of their assumption of office more than 25% of the total number of shares of the Company they hold. The aforementioned personnel shall not transfer the shares of the Company held by them within 6 months from their termination of the office.

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SHAREHOLDERS AND GENERAL MEETINGS

General Rules of Shareholders

The Company shall establish a register of shareholders based on the certificates provided by the securities registration and clearing institution. The register of shareholders shall be the sufficient evidence of the shareholders' shareholdings in the Company. Shareholders are entitled to the rights and assume obligations as per the class of the shares held by them. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations.

When the Company convenes a general meeting of the Company, distribute dividends, enter into liquidation or engage in other activities that require the confirmation of the shareholders' identities, the Board or the convener of the general meeting shall determine the Record Date, and the shareholders whose names registered on the register of shareholders at closing on the Record Date shall be the shareholders entitled to the relevant interests.

Rights and Obligations of Shareholders

Rights of Shareholders

Shareholders of the Company shall be entitled to the following rights:

- (i) to receive dividends and other distributions in proportion to the number of shares held;
- (ii) to legally require, convene, preside over, participate in or appoint a shareholder proxy to participate in the general meeting and exercise corresponding rights to speak and vote;
- (iii) to supervise the Company's operations, and to put forward proposals or raise inquiries;
- (iv) to transfer, give as gift or pledge shares held in accordance with laws, administrative regulations and the AoA;
- (v) to receive relevant information in accordance with the AoA;
- (vi) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in proportion to the number of shares held;
- (vii) with respect to the shareholders who voted against any resolution adopted at any general meetings of the Company on the merger or division of the Company, to request the Company to purchase the shares held; and
- (viii) other rights as stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are [REDACTED] or the AoA.

Where the content of a resolution of the general meeting or the meeting of the Board violates laws or administrative regulations, the shareholders shall be entitled to request the People's Court to hold it invalid.

If the convening procedure or voting method of a general meeting or meeting of the Board violates laws, administrative regulations or the AoA, or if the content of a resolution violates the AoA, the shareholders shall be entitled to request the Peoples's Court to revoke the resolution 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 Board meetings and those without material impact on resolutions.

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Obligations of Shareholders

The shareholders of the Company shall assume the following obligations:

- (i) to abide by laws, regulations, normative documents the listing rules of stock exchange and the AoA;
- (ii) to pay subscription monies according to the number of shares subscribed and the method of subscription;
- (iii) not to withdraw their shares unless required by laws regulations and normative documents;
- (iv) not to abuse their shareholders' rights to harm the legitimate interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the legitimate interests of any creditor of the Company; and
- (v) any other obligations under laws, regulations, normative documents, the listing rules of the stock exchange where the Company's shares are [REDACTED] and the AoA.

Where shareholders of the Company abuse their shareholders' rights and thereby cause losses to the Company or other shareholders, such shareholders shall be liable for compensation in accordance with the law; where shareholders of the Company abuse the independent legal person status of the Company and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts of the Company.

Restrictions on Rights of the Controlling Shareholders

The controlling shareholders and actual controllers of the Company shall comply with the following provisions:

- (i) exercising shareholders' rights in accordance with the law, not abusing the controlling right or making use of their connections to damage the legitimate rights and interests of the company or other shareholders;
- (ii) strictly performing the declarations and various commitments made, without unauthorized alteration or exemption;
- (iii) performing information disclosure obligations strictly in accordance with the relevant provisions, taking the initiative to cooperate with the Company in information disclosure and notifying the Company promptly of material events which have occurred or will occur;
- (iv) not occupying the Company's funds in any way;
- (v) not compelling, instigating or requesting the Company and its relevant personnel to provide guarantee in violation of laws and regulations;
- (vi) not making use of the Company's undisclosed material information to seek gains, not divulging undisclosed material information relating to the Company in any way, and not engaging in insider trading, short-swing trading and market manipulation or other acts in violation of laws and regulations;

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- (vii) not impairing the legitimate rights and interests of the Company and other shareholders through unfair transactions with related parties, profit distribution, asset restructuring, outbound investment or other means;
- (viii) ensuring the integrity of the Company's assets, staff independence, financial independence, organizational independence and business independence, and not affecting the Company's independence in any way; and
- (ix) other provisions of laws, administrative regulations, the provisions of the CSRC, the business rules of the Stock Exchanges and the AoA.

General Rules of the General Meeting

The general meeting is composed of all shareholders of the Company, and shall be the organization 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 determine the remuneration matters of the Directors;
- (ii) to consider and approve the reports of Board;
- (iii) to consider and approve the profit distribution plan and loss compensation plan of the Company;
- (iv) to decide on any increase or reduction of the registered capital of the Company;
- (v) to decide on the issuing of corporate bonds;
- (vi) to decide on merger, division, dissolution, liquidation and change of the form of the Company;
- (vii) to amend the AoA;
- (viii) to decide on the engagement or dismissal of the accounting firm that undertakes the auditing of the Company;
- (ix) to consider and approve the guarantees as regulated by the AoA;
- (x) to consider the purchase or disposal of substantial assets of the Company with an amount exceeding 30% of the latest audited total assets of the Company within a year;
- (xi) to consider and approve the changes in usage of proceeds;
- (xii) to consider equity incentive plans and employee stock ownership plans; and
- (xiii) to consider other matters which shall be decided by the general meeting as provided in laws, administrative regulations, the Listing Rules or the AoA.

The general meetings of the Company include annual general meetings and extraordinary general meetings. Annual general meetings shall be held once every year and within 6 months from the end of the preceding fiscal year.

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Under any of the following circumstances, the Company shall convene an extraordinary general meeting within 2 months from the date of occurrence:

- (i) the number of Directors is less than the number stipulated in the PRC Company Law or less than 2/3 of the number specified in the AoA (6 person);
- (ii) when the unrecovered losses of the Company amount to 1/3 of the total amount of its paid-up share capital;
- (iii) when request by the shareholders severally or jointly holding more than 10% of the Company's shares (excluding any treasury shares, similarly hereinafter);
- (iv) when deemed necessary by the Board;
- (v) as proposed by the Audit Committee; or
- (vi) other circumstances stipulated by laws, administrative regulations, the Listing Rules or the AoA.

Convening of General Meetings

The general meetings shall be convened by the Board within the prescribed time.

Upon consent by more than half of all the independent non-executive Directors, the independent non-executive Directors shall have the right to propose to the Board to convene an extraordinary general meeting. In response to an proposal by an independent non-executive Director to convene an extraordinary general meeting, the Board shall, in accordance with the provisions of laws, administrative regulations and the AoA, give a written response as to whether or not it agrees to convene an extraordinary general meeting within 10 days upon receipt of such proposal.

Where the Board agrees to convene the extraordinary general meeting, a convening notice will be issued within 5 days after the resolution of the Board is made; where the Board disagrees to convene the extraordinary general meeting, reasons shall be specified and noticed.

Where the Audit Committee proposes to the Board to convene an extraordinary general meeting, such proposal shall be made to the Board in writing. The Board shall, in accordance with the laws, administrative regulations, normative documents, the Listing Rules and the AoA, give a written response as to whether or not it agrees to convene an extraordinary general meeting within 10 days upon receipt of such proposal.

Where the Board agrees to convene the extraordinary general meeting, a convening notice will be issued within 5 days after the resolution of the Board is made. Changes to the original proposal in the notices shall be approved by the Audit Committee.

Where the Board disagrees to convene the extraordinary general meeting, or fails to reply within 10 days upon the receipt of such proposal, the Board will be deemed as unable to perform or fails to perform its duty to convene a general meeting, and the Audit Committee may convene and preside over such meeting on its own.

Where the shareholder(s) severally or jointly holding 10% or more of the voting shares of the Company propose(s) to the Board to convene an extraordinary general meeting, such proposal shall be made to the Board in writing. The Board shall, in accordance with the laws, administrative regulations, normative documents, the Listing Rules and the AoA, give a written response as to whether or not it agrees to convene an extraordinary general meeting within 10 days upon receipt of such proposal.

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Where the Board agrees to convene the extraordinary general meeting, a convening notice will be issued within 5 days after the resolution of the Board is made. Changes to the original proposal in the notices shall be approved by relevant shareholder(s).

Where the Board disagrees to convene the extraordinary general meeting, or fails to reply within 10 days upon the receipt of such proposal, the shareholder(s) severally or jointly holding 10% or more of the voting shares of the Company shall propose to the Audit Committee to convene an extraordinary general meeting, such proposal shall be made to the Audit Committee in writing.

Where the Audit Committee agrees to convene the extraordinary general meeting, a convening notice will be issued within 5 days upon the receipt of such proposal. Changes to the original proposal in the notices shall be approved by relevant shareholder(s).

Where the Audit Committee fails to reply within the prescribed time, the Audit Committee will be deemed as fails to convene and preside a general meeting, and such shareholder(s) may convene and preside over such meeting on its/their own.

Where the Audit Committee or shareholder(s) decide(s) to convene the general meeting on its/their own, a notice shall be issued to the Board in writing.

Prior to the formation of the resolutions adopted at such general meeting, the shareholder(s) convening such meeting shall hold at least 10% of voting shares of the Company.

Proposals and Notices of General Meetings

Proposals of General Meetings

The Board, the Audit Committee, and shareholder(s) severally or jointly holding more than 1% of the voting shares of the Company shall have the right to make a proposal to the Company at a general meeting of the Company.

The shareholder(s) severally or jointly holding more than 1% of the voting shares of the Company may make provisional proposals in writing to the convener of the general meeting 10 days prior to such meeting. The convener shall issue a supplemental notice of the general meeting within 2 days upon receipt thereof to announce the contents of such proposals, and submit such proposals to the general meeting for consideration, except where such proposals contravene the provisions of laws, administrative regulations, or the AoA or fall beyond the scope of duties and powers of the general meeting.

Except as stipulated in the preceding paragraph, the convener shall not amend the proposals specified in the notice of the general meeting or add new proposals subsequent to the issue of the notice of the general meeting.

Proposals not set out in the notice of the general meeting or not complying with the AoA shall not be voted on or resolved at the general meeting.

Notices of General Meetings

The convener shall notify the shareholders at least 21 days prior to an annual general meeting, and shall notify the shareholders at least 15 days prior to the date of an extraordinary general meeting.

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Holding of General Meetings

All shareholders listed in the register of shareholders on the Record Date or their proxies shall be entitled to attend the general meetings, and exercise their voting rights in accordance with relevant laws, regulations, the Listing Rules and the AoA.

Shareholders with rights to attend and vote on the general meeting may attend such meeting in person or appoint a proxy or proxies (such proxy/proxies don't have to be a shareholder or shareholders of the Company) to attend and vote on his/her behalf.

Where the shareholder is a recognized clearing house where the shares of the Company [REDACTED] or its agent, the recognized clearing house may authorize such person or persons as it thinks fit to act as its representative or representatives at any general meeting; provided that, if more than one person is so authorized, the authorization shall specify the number and class of shares in respect of which each such person is so authorized and shall be signed by an authorized officer of the recognized clearing house. such person or persons so authorized may attend a meeting on behalf of the recognized clearing house or its agent (without presenting a share certificate, notarized authorization and/or further evidence for his/her duly authorization) and exercise the same rights as if he/she were an individual shareholder of the Company.

Individual shareholders attending the meeting in person shall present his/her identification card or other valid documents or proof evidencing his/her identity; in the case of attendance by proxies, he/she shall present his/her own valid proof of identity and the proxy forms from the shareholders.

Legal person shareholders shall be represented at the meeting by their legal representative or a proxy appointed by their legal representative. In the case of attendance by the legal representative, he/she shall present his/her own identity card and valid proof of his/her legal representative status; in the case of attendance by proxies, he/she shall present his/her own valid proof of identity and the proxy forms from the legal representative of such legal person shareholders.

Voting and Resolutions at General Meetings

Resolutions of the general meetings shall be divided into ordinary resolutions and special resolutions.

Ordinary resolutions of a general meeting shall be approved by more than one-half of the voting rights held by the shareholders present at the meeting.

Special resolutions of a general meeting shall be approved by more than two-thirds of the voting rights represented by the shareholders present at the meeting.

Shareholders described in this paragraph include proxies thereof.

The following shall be resolved by an ordinary resolution at the general meeting:

- (i) work reports of the Board;
- (ii) profit distribution plans and loss recovery plans formulated by the Board;
- (iii) appointment and removal of the members of the Board, and determination of their remuneration and method of payment;
- (iv) the balance sheet, income statement, and other financial statements of the Company;

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- (v) the appointment, dismissal or non-renewal of the accounting firm, and determination of its remuneration; and
- (vi) matters other than those required by the laws, administrative regulations, normative documents, the Listing Rules or the AoA to be adopted by special resolutions.

The following shall be resolved by a special resolution at the general meeting:

- (i) the increase in or decrease of the Company's registered capital, and any issuance of any kind of stock, recognized shares and other similar securities;
- (ii) the issuance of corporate bonds;
- (iii) the division, spin-off, merger, dissolution, liquidation of the Company;
- (iv) the amendment of the AoA;
- (v) the purchase or disposal of substantial assets by the Company within one year, or guarantees amount exceeding 30% of the latest audited total assets of the Company;
- (vi) stock incentive plans;
- (vii) repurchase of shares of the Company according to the AoA; and
- (viii) any other matters required by the laws, administrative regulations, normative documents, the listing rules of stock exchange where the shares of Company [REDACTED] or the AoA, and confirmed by an ordinary resolution at a general meeting that it may have a material impact on the Company and accordingly shall be approved by special resolutions.

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

Where matters relating to connected transactions are considered at the general meeting, the connected shareholders shall not be involved in voting, and the voting shares they represent shall not be counted in the total number of valid voting rights; the voting particulars of the non-connected persons shall be fully disclosed in the announcement on the resolution the such general meeting.

THE BOARD

General Rules of the Directors

Directors of the Company shall be natural persons. The following person may not serve as a Director of the Company:

- (i) a person without capacity or with limited capacity for civil conduct;
- (ii) a person who has been sentenced to criminal punishment for corruption, bribery, infringement of property, misappropriation of property or for damaging the order of the socialist market economy, or who has been deprived of his/her political rights due to criminal offense, where less than 5 years have elapsed since the sentence was served; or where less than 2 years have elapsed since the date of expiration of the probationary period if such person is sentenced to probation;

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- (iii) a person who served as a director, or factory director or manager, and who assumed personal liability for the bankruptcy liquidation of a company or enterprise, where less than 3 years have elapsed since the date of completion of the bankruptcy liquidation of such company or enterprise;
- (iv) a person who served as the legal representative of a company or enterprise which had its business license revoked and was ordered to close down due to violation of law, and who assumed personal liability for such violation, where less than 3 years have elapsed since the date of the revocation of business license and closing down of such company or enterprise;
- (v) a person who has a relatively large amount of debts which have fallen due but have not been settled and was listed as a dishonest person subject to enforcement by the People's Court; or
- (vi) other contents required by the laws, administrative regulations.

Directors shall be elected or replaced at the general meeting and he/she may be dismissed at the general meeting before the expiry of his/her term of office. Directors serve a term of office of 3 years for each session, and may be re-elected and reappointed upon the expiry of his/her term of office, unless otherwise stipulated by the relevant regulations, laws, regulations and the listing rules where the Company's shares are [REDACTED] or the AoA. As stipulated in the Listing Rules, any Director (including Director with appointed term of office) shall resign in turn at least once every 3 years.

The term of office of a Director shall commence from the date on which the said Director assumes office to the expiry of the current term of the Board. If the term of office of a Director expires but the re-election is not carried out in a timely manner, the said Director shall continue to serve as a Director pursuant to the laws, administrative regulations, departmental rules and the AoA.

Directors may be concurrently serve as Senior Management, where the total number of Directors holding concurrent Senior Management positions shall not exceed 1/2 of the total number of Directors.

Directors are not required to hold any shares of the Company.

Directors shall comply with the laws, administrative regulations, normative documents, the Listing Rules and the AoA, and bear the following duties to the Company:

- (i) the duties of loyalty, where he/she shall take measures to avoid conflicts between personal interests and the interests of the Company, and shall not exploit his/her authority to seek improper gains; and
- (ii) the duties of diligence, where he/she shall exercise the reasonable care typically expected of a manager in performing his/her duties, and act in the best interests of the Company.

The Board

The Company shall set up a board of director. The Board consists of 9 Directors, including 3 independent non-executive directors and 1 chairman. The chairman of the Board shall be elected by more than 1/2 of all the Directors of the Board.

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The Board exercises the following powers:

- (i) to convene the general meetings and report its work to the general meeting of the Company;
- (ii) to implement the resolutions of the general meeting;
- (iii) to determine the business plans and investment plans of the Company;
- (iv) to formulate the profit distribution and loss recovery plans of the Company;
- (v) to formulate plans for increasing or decreasing the registered capital of the Company, the issuance of bonds or other securities, as well as the [REDACTED] plan;
- (vi) to formulate plans for material merger, repurchase of share of the Company, or the merger, division, dissolution and change of form of the Company;
- (vii) to decide on such matters as the Company's external investment, acquisition or disposal of assets, pledge of assets, external guarantees, entrusted assets, connected transactions, external donations, etc., to the extent authorized by the AoA and the general meeting;
- (viii) to decide on such matters as the Company's investment, acquisition or disposal of assets, financing, connected transactions (excluding transactions between the Company and its affiliates), etc.;
- (ix) To determine the establishment of the Company's internal management structure; and
- (x) To engage or dismiss the Company's general manager and the Board secretary upon the nomination by the chairman of the Board, and determine their remuneration, rewards and punishments; to engage or dismiss the Company's deputy general manager(s) and the financial controller and etc. upon the nomination by the general manager, and determine their remuneration, rewards and punishments;
- (xi) to formulate the Company's basic management system;
- (xii) to formulate proposals for any amendment to the AoA;
- (xiii) to manage the information disclosure of the Company;
- (xiv) to advice to the general meeting on the appointment or replacement of the accounting firm that provides audit services to the Company;
- (xv) to listen to the work reports of the general manager and review his/her work;
- (xvi) to take charge of matters relating to the ESG, including identifying ESG risks, formulating and reviewing the Company's ESG strategies, objectives (with a frequency of no less than twice per year), and internal controls; and
- (xvii) other powers authorized by the laws, administrative regulations, departmental rules, normative documents, the Listing Rules and the AoA or the general meeting.

The chairman of the Board exercises the following functions and powers:

- (i) to preside over the general meetings, and to convene and preside over the Board meetings;

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- (ii) to supervise and inspect the implementation of the resolutions of the Board;
- (iii) to sign the important documents and other documents which shall be signed by the legal representative of the Company (including but not limited to the signing of securities issued by the Company); and
- (iv) other functions and powers authorized by the Board.

Board meetings shall be held at least 4 times each year (at approximately quarterly interval). Board meetings shall be convened by the chairman of the Board. All of Directors shall be notified at least 14 days prior to a regular Board meeting in writing.

The shareholders representing more than 10% of the Company's voting shares, more than 1/3 of the Directors, the Audit Committee may propose to the convening of a extraordinary meeting. The chairman of the Board shall convene and preside the Board meeting within 10 days upon the receipt of such proposal.

A Board meeting shall be held only when a majority of Directors are present at the meeting, unless otherwise regulated by the AoA. Any resolution of the Board must be approved with affirmative votes of the majority of all Directors, unless otherwise regulated by the AoA.

The resolutions of the Board are voted on a one-person, one-vote basis, where the numbers of votes against equals the number of votes in favor, the chairman of the Board has the right to cast an additional vote.

Board Committees

The Board shall establish the Audit Committee, the Nominations Committee and the Remuneration and Appraisal Committee. Such special committees shall be accountable to the Board and perform their duties in accordance with the AoA and the authorization from the Board. Their proposals shall be submitted to the Board for consideration and resolution. Members of such special committees shall all be Directors, where the independent non-executive Directors shall take the majority. The Board shall be responsible for formulating the working rules of such special committees and regulating the operation of such special committees.

SENIOR MANAGEMENT

The Company shall have 1 general manager, of whom shall be appointed or dismissed by the Board.

The general manager is accountable to the Board and shall exercise the following functions and powers:

- (i) to be in charge of the production and operational management of the Company, organize the enforcement of resolutions of the Board and report to the Board on work;
- (ii) to organize the implementation of the annual operation plans and investment schemes of the Company;
- (iii) to formulate the structure scheme of the internal management department of the Company;
- (iv) to formulate the basic management system of the Company;
- (v) to formulate the specific rules and regulations of the Company;

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- (vi) to propose to the Board to the appointment or dismissal of the deputy general manager(s), the financial controller of the Company;
- (vii) to determine the appointment or dismissal of other management personnel(s) whose appointment or dismissal shall be decided by the Board according to the AoA; and
- (viii) other functions and powers authorized by the AoA or the Board.

The general manager shall attend the Board meeting; where the general manager does not concurrently serve as a Director shall have no voting right on such meeting.

The Company shall have deputy general manager(s), of whom shall be appointed or dismissed by the Board.

The deputy general manager(s) shall be nominated by the general manager, and be appointed or dismissed by the Board; the deputy general manager(s) shall assist the general manager to conduct works of the Company. The deputy general manager(s) is/are led by and accountable to the general manager.

FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

The Company shall establish its financial and accounting system, as well as its profit distribution and audit system in accordance with the laws, regulations, normative document, the requirements of relevant authorities of China and regulations of the laws and listing rules where the Company's shares are [REDACTED].

Financial and Accounting System

The annual report of the Company shall be prepared in the Company for shareholders' reference at least 21 days (and shall be no later than 4 months after the end of the previous fiscal year under any circumstances) prior to the holding of the annual general meeting. Any shareholder of the Company shall be entitled to receive the financial reports as this chapter of the AoA reveals.

The Company shall not establish any other accounting books except for the statutory ones. No funds of the Company shall be deposited in any account opened in the name of any individual.

Profit Distribution

In distributing the after-tax profit of the current year, the Company shall withdraw 10% of the profit as its statutory reserve funds. When the aggregate amount of such funds of the Company reaches 50% of its registered capital, further appropriations are not required.

Where the statutory reserve funds of the Company are insufficient to make up for the losses of the previous year, the profits of the current year shall be used to make up for such losses before making allocation to its statutory reserve funds in accordance with the preceding paragraph.

After withdrawing the statutory reserve funds from the after-tax profit, the Company may, subject to the resolution of the general meeting, withdraw the discretionary reserve funds from the after-tax profit. The remaining after-tax profit shall be distributed to the shareholders in proportion to their respective shareholdings, unless otherwise regulated by the AoA.

The shares of the Company held by it are not entitled to any profit distribution.

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Internal Audit

The Company implements an internal audit system, where the leadership structure, responsibilities and authorities, staffing, funding assurance, utilization of audit results and accountability mechanisms for internal audit matters.

The internal audit system is accountable to the Board.

Engagement of Accounting Firms

The Company shall engage an accounting firm which complies with the PRC Securities Law and the Listing Rules, etc., to conduct accounting statements audit, net assets verification and other relevant consultancy services. The term of appointment is 1 year dated from the end of this annual general meeting to the end of the next annual general meeting, such appointment may be renewed.

The appointment and dismissal of accounting firm shall be subject to the approval of the general meeting, prior to which the Board shall not appoint any accounting firm. The Audit Committee may propose to the Board relating to the auditing fee of the accounting firm or advice on the confirmation of such fee. Where the Audit Committee identifies any irregularities in the Company's operation, it may, when necessary, engage an accounting firm to assist.

Where the Company dismiss or not to reappoint an accounting firm, it shall give a 15-day-prior notice to such accounting firm. And such accounting firm shall be allowed to state its opinions when the general meeting voting on its dismissal.

NOTICES

The notices of the Company may be served as follows:

- (i) by personal delivery;
- (ii) by fax;
- (iii) by post;
- (iv) by email;
- (v) by announcement;
- (vi) on websites designated by the Company and the stock exchange, in accordance with the laws, regulations, normative documents, the listing rules of stock exchange where the Company's shares are [REDACTED] and the AoA;
- (vii) by other means agreed by the Company and the notified party in advance, or recognized by the notified upon the receipt of such notice; or
- (viii) by other means as specified by the securities regulatory authorities of the place where the Company's shares are [REDACTED] or the AoA.

MERGER, DIVISION, CAPITAL INCREASE AND CAPITAL REDUCTION

In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and inventories of assets. The Company shall notify the creditors within 10 days from the date of the resolution to merge, and publish an announcement within 30 days on the information disclosure media at least 3 times and on the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統).

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In the event of a division, the assets of the Company shall be divided. The Company shall prepare balance sheets and inventories of assets. The Company shall notify the creditors within 10 days from the date of the resolution to divide, and publish an announcement within 30 days on the information disclosure media at least 3 times and on the National Enterprise Credit Information Publicity System.

The Company shall prepare balance sheets and inventories of assets when it decrease its registered capital. The Company shall notify the creditors within 10 days from the date of the resolution to decrease its registered capital, and publish an announcement within 30 days on the information disclosure media or on the National Enterprise Credit Information Publicity System. Within 30 days upon the receipt of such notice or within 45 days from the date of such announcement, the creditors are entitled to ask the Company to settle its debts or provide corresponding guarantees.

DISSOLUTION AND LIQUIDATION

In any of the following circumstances, the Company shall be dissolved:

- (i) the term of business operation set out in the AoA has expired or other events of dissolution specified in the AoA have occurred;
- (ii) a resolution for dissolution is made by the general meeting;
- (iii) such dissolution is necessary due to a merger or division of the Company;
- (iv) the business license of the Company is revoked, the Company is ordered to close or eliminated according to the laws;
- (v) the Company has experienced material difficulties in operation and management, and the continuous operation would lead to substantial losses to the interests of the shareholders and there are no other solutions to resolve the matters. Shareholders holding more than 10% of the voting right of the Company may appeal to the People's Court for dissolution of the Company.

The Company shall, within 10 days of the occurrence of the circumstances for dissolution set forth in the preceding paragraph, disclose the reasons for the dissolution on the National Enterprise Credit Information Publicity System.

In the circumstances set forth in (i) and (ii) above, and where no property has been distributed to shareholders, the Company may carry on its existence by amending the AoA or resolution of the general meeting.

The amendments to the AoA pursuant to the preceding paragraph or by resolution of the general meeting shall require approval of more than 2/3 of voting rights of shareholders attending such meeting.

The Company shall be liquidated where the Company is dissolved pursuant to (i), (ii), (iv) and (v) above. The Directors shall be the liquidation obligors of the Company and shall form a liquidation committee to conduct liquidation within 15 days from the date of occurrence of such grounds for dissolution to start the liquidation process. The composition of such liquidation committee shall be Directors or person(s) designated by the general meeting.

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The liquidation committee exercises the following functions and powers during the liquidation period:

- (i) to sort out the assets of the Company and prepare balance sheets and inventories of assets respectively;
- (ii) to notify creditors by notices or announcements;
- (iii) to deal with and settle any outstanding businesses of the Company;
- (iv) to pay outstanding taxes as well as taxes arising in the course of liquidation;
- (v) to settle claims and debts;
- (vi) to allocate the remaining assets of the Company after the repayment of debt; and
- (vii) to represent the Company in any civil proceedings.

The liquidation committee shall notify the creditors within 10 days from the date of its establishment and publish an announcement within 60 days on the information disclosure media at least 3 times or on the National Enterprise Credit Information Publicity System. Within 30 days upon the receipt of such notice or within 45 days from the date of such announcement, the creditors shall declare their claims to the liquidation committee.

When declaring the claims, the creditors shall specify the relevant matters about the claims and provide corresponding evidence. The liquidation committee shall register such claims.

The liquidation committee shall not repay any debts to the creditors during the period of declaration of claims.

After sorting out the assets of the Company and preparing balance sheets and inventories of assets, the liquidation committee shall formulate a liquidation plan and present to the general meeting or the People's Court for confirmation.

The remaining assets of the Company, after repayment of liquidation expenses, staff wages and social insurance expenses and statutory compensation, payment of outstanding taxes and payment of the debts of the Company, shall be distributed by the Company to the shareholders in proportion to their respective shareholdings.

The Company shall continue to exist during the period of liquidation, but shall not commence any business activities unrelated to the liquidation.

If, after sorting out the assets of the Company and preparing balance sheets and inventories of assets, the liquidation committee discovers that the assets of the Company are insufficient to repay its debts in full, it shall apply to the People's Court for bankruptcy in accordance with the laws.

Once the People's Court has accepted the application of bankruptcy, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by the People's Court.

Upon completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, the income and expenditure statements and financial ledgers during the period of liquidation and, after verified by a Chinese certificated public account, submit such documents to the general meeting or the People's Court for confirmation. The liquidation committee shall,

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within 30 days from the confirmation of the general meeting or the People's Court, submit the aforementioned documents to the company registration authorities to apply for deregistration of the Company and announce the termination of the Company.

AMENDMENTS TO THE AOA

The Company shall amend the AoA in any of the following circumstances:

- (i) after amendment has been made to the Company Law or relevant laws, administrative regulations, normative documents and the securities regulatory rules of the place where the Company's shares are [REDACTED], the contents of the AoA are in conflict with the amended laws, administrative regulations, normative documents and the securities regulatory rules of the place where the Company's shares are [REDACTED] (in the circumstances of the aforesaid conflict part of content, the relevant laws, administrative regulations, normative documents shall prevail before the AoA is amended in accordance with the laws);
- (ii) changes that the Company have undergone are inconsistent with the records made in the AoA; or
- (iii) the general meeting has resolved to amend the AoA.

Where the amendments to the AoA approved by the general meeting are subject to the examination and approval of the competent authorities, such amendments shall be submitted to such authorities for approval.

The Board shall amend the AoA according to the resolution for amendments to the AoA by the general meeting and the approval and suggestion of the competent authorities.