

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION

This appendix contains the summary of the principal provisions of the Articles of Association adopted by the Company on August 26, 2026 and will take effect on the date of the H-Shares being [REDACTED] on the [REDACTED]. The main purpose of this appendix is to provide an overview of the Company’s Articles of Association for potential [REDACTED], so it may not contain all the information that is important to potential [REDACTED].

SHARES AND REGISTERED CAPITAL

1 Issuance of Shares

The shares of the Company shall take the form of stocks.

The Company may take the form of overseas depositary receipt or other derivative form of share certificate to issue overseas listed foreign shares in accordance with laws and securities registration and depositary practice of the place where the Company’s shares are listed. Where the share capital of the Company includes shares that do not carry voting rights, the words “non-voting” must appear on the name of such shares. Where the share capital includes shares with different voting rights, the name of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting right” or “limited voting right”.

Shares of the same class issued at the same time shall have the same issuance conditions and price per share; all subscribers shall pay the same price per share for shares they subscribed for.

The shares issued by the Company are all stocks with par value, and the par value of each share is RMB0.04.

The shares [REDACTED] by the Company and [REDACTED] on the Hong Kong Stock Exchange be referred to as “H shares”, the par value of which are denominated in Renminbi, and which are [REDACTED] for and [REDACTED] in Renminbi and Hong Kong dollars. H shares [REDACTED] by the Company are mainly deposited with the custodian company under the [REDACTED].

The shares issued by the Company but not listed or traded in any overseas stock exchange shall be referred to as “unlisted domestic shares” (including unlisted shares held by shareholders of the Company prior to overseas [REDACTED] and unlisted shares issued in the PRC after overseas [REDACTED]). Unlisted domestic shares issued by the Company shall be collectively deposited with China Securities Depository and Clearing Co., Ltd.

With the approval from the Hong Kong Stock Exchange and filing with the China Securities Regulatory Commission, the shareholders of unlisted domestic shares of the Company may apply to convert the unlisted domestic shares into H shares and have such shares [REDACTED] on the Hong Kong Stock Exchange.

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2 Increase, Decrease and Repurchase of Shares

The Company, based on its operational and development needs, may adopt the following methods to increase registered capital upon the resolution of the general meeting of shareholders in accordance with laws, regulations, and the securities regulatory rules of the place where the company’s shares are [REDACTED]:

- (I) [REDACTED] of shares to unspecified [REDACTED];
- (II) placement of shares to specific [REDACTED];
- (III) distributing bonus shares to its existing shareholders;
- (IV) convert capital reserves into share capital; and
- (V) other methods permitted by laws, administrative regulations, securities regulatory rules of the place where the company’s shares are [REDACTED], and approved by the China Securities Regulatory Commission.

The Company may reduce its registered capital. The reduction in registered capital shall be made in accordance with the procedures set out in the Company Law, the Listing Rules, the Articles of Association of the Company and other relevant regulations.

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

- (I) Reducing the Company’s registered capital;
- (II) Merge with another company which holds the shares of the Company;
- (III) For the purpose of setting up Employee Stock Ownership Plan or equity incentive scheme;
- (IV) Acquiring shares held by Shareholders, who vote against any resolution proposed in any general meeting on the merger or division of the Company, upon their request;
- (V) Conversion of shares into the convertible bonds to be issued by the Company;
- (VI) Being necessary for the Company to maintain its corporate value and the equity of shareholders;
- (VII) Other circumstance permitted by laws, administrative regulations and the listing rules of the stock exchange of the place where the Company’s shares are [REDACTED].

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If the relevant laws, administrative regulations, departmental rules, other regulatory documents and the relevant requirements of the securities regulatory authority of the place where the Company’s shares are [REDACTED] otherwise have provisions in respect of matters related to the aforesaid share repurchase, such provisions shall prevail.

3 Transfer of Shares

Shares of the Company shall be transferred in accordance with the laws and regulations.

Shares issued by the Company prior to its public [REDACTED] shall not be transferred within 1 year as of the date on which the shares are [REDACTED] and [REDACTED] in the stock exchange.

The directors and senior management of the Company shall declare, to the Company, the information on their holdings of the shares of the Company and the changes thereto. During the term of office determined upon taking office, the shares of the same class they transfer each year shall not exceed 25% of the total number of shares of the company they hold. The shares that they hold in the Company shall not be transferred within 1 year of the date on which the shares of the Company are [REDACTED] and [REDACTED]. The aforesaid persons shall not transfer their shares of the Company within half a year from the date of their resignation.

SHAREHOLDERS AND GENERAL MEETINGS

4 Shares Certificate and Register of Shareholders

The Company shall maintain a register of shareholders based on the vouchers provided by securities depository and clearing institutions. The register of shareholders shall be the sufficient evidence proving the shareholders’ holding of the Company’s shares.

Register of members for shareholders of unlisted domestic shares are subject to the records under the security record system of China Securities Depository and Clearing Corporation Limited. Register of members for shareholders of H shares are subject to the information provided by the custodian company under [REDACTED].

5 Shareholders

The shareholders of the Company shall have the following rights:

- (I) to receive dividends and other profit distribution in proportion to the number of shares held by them;
- (II) to propose, convene, preside over, attend in person or appoint a proxy to attend and vote on his/her behalf at shareholders’ meeting in accordance with laws, except where a shareholder is required by the securities regulatory rules of the place where the Company’s shares are [REDACTED] to abstain from voting on specific matters;

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- (III) to supervise and to put forward proposals and make enquires relating to the operation of the Company;
- (IV) to transfer, donate or pledge their shares in accordance with relevant laws, administrative regulations and the Articles of Association;
- (V) to inspect and to copy the Articles of Association, register of shareholders (including register of shareholders of H shares), minutes of the shareholders’ meeting, resolutions of Board meetings and financial reports, to inspect the Company’s accounting books and vouchers for shareholders meeting statutory requirements;
- (VI) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company according to the number of shares held by them;
- (VII) for shareholders who dissent to a resolution for the merger or demerger of the Company, to demand the Company to acquire their shares;
- (VIII) other rights conferred by laws, administrative regulations, departmental rules and the Articles of Association.

The shareholders of ordinary shares of the Company shall have the following obligations:

- (I) to abide by laws, administrative regulations and the Articles of Association;
- (II) to pay subscription monies according to the number of shares subscribed and the method of subscription;
- (III) not to make divestment unless in the circumstances stipulated by laws and regulations;
- (IV) not to abuse the rights of shareholders to prejudice the interests of the Company or other shareholders; not to abuse the Company’s independent status as legal person and the limited liability of shareholders to prejudice the interests of the Company’s creditors;
- (V) other obligations imposed by laws, administrative regulations and the Articles of Association.

Shareholders shall be liable for compensation pursuant to applicable laws for losses caused to the Company or other shareholders due to their abuse of shareholder’s rights. Shareholders shall be jointly accountable for the Company’s liabilities where they abuse the Company’s independent status as legal person and limited liability as a shareholder to evade debts, or seriously prejudice the interests of the Company’s creditors.

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6 General Provisions of Shareholder’s Meetings

The shareholders’ meeting is the governing authority of the Company, and shall exercise the following functions and powers in accordance with the law:

- (I) to elect and change the directors and determine the remuneration of the directors;
- (II) to examine and approve report submitted by the Board;
- (III) to examine and approve the profit distribution plan and the plan for making up accrued losses of the Company;
- (IV) to resolve on the increase or reduction in the registered capital of the Company;
- (V) to resolve on the issue of bonds by the Company;
- (VI) to resolve on such matters as the merger, division, dissolution, liquidation and change of company form;
- (VII) to amend the Articles of Association;
- (VIII) to resolve on the Company’s appointment, dismissals of accounting firms engaged for the company’s audit services;
- (IX) to examine and approve guarantees under Article 45 of Articles of Association;
- (X) to examine and approve connected transactions under Article 46 of Articles of Association;
- (XI) to examine any acquisition or disposal of any material asset whose asset value exceeds 30% of the latest audited total assets of the Company for one year;
- (XII) to examine and approve any change in the use of proceeds from funds raised;
- (XIII) to examine share incentive schemes and employee stock ownership plan;
- (XIV) any other matters required by laws, administrative regulations, departmental rules, listing rules of the stock exchange where the Company’s shares are [REDACTED] or the Articles of Association to be resolved at the shareholders’ meeting.

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

Shareholders’ meetings include annual meetings and extraordinary meetings. Annual meetings shall be held once every year within six months after the end of each financial year.

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The Company shall hold an extraordinary meeting within two months upon the occurrence of any of the following events:

- (I) when the number of directors is less than the number prescribed by the Company Law or less than two thirds of the number prescribed by the Articles of Association;
- (II) when the accumulated losses of the Company amount to one third of the total amount of its share capital;
- (III) upon the requisition in writing of shareholders individually or collectively holding 10% or more of shares of the Company (on a one share one vote basis);
- (IV) whenever the Board deems necessary;
- (V) when the audit committee proposes to convene the meeting;
- (VI) when two or more of independent non-executive directors propose to convene the meeting;
- (VII) other circumstances stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company’s shares are [REDACTED] or the Articles of Association.

7 Convening of Meetings

The shareholders’ meeting shall be convened by the Board. The publication of the notice of the shareholders’ meeting (including the supplementary notice) shall follow relevant laws and regulations and the securities regulatory rules of the place where the Company’s shares are [REDACTED].

With the affirmative vote of more than half of all independent non-executive directors, independent non-executive directors are entitled to propose to the Board for convening an extraordinary meeting. In response to such proposal of the independent non-executive directors to convene an extraordinary meeting, the Board shall, within ten days after receiving such proposal, provide a response in writing to indicate whether or not the Board agrees to convene such extraordinary meeting pursuant to the laws, administrative regulations and the Articles of Association. Where the Board agrees to convene such extraordinary meeting, a notice to convene such shareholders’ general meeting shall be issued within five days after the passing of the relevant resolution by the Board. Where the Board disagrees to convene such extraordinary meeting, the Board shall give reasons for such decision, which shall also be announced. The preceding rule shall be obeyed unless otherwise stipulated in the laws, administrative regulations, departmental rules or listing rules of the stock exchange where the shares of the Company are [REDACTED].

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The audit committee has the right to propose the Board to convene extraordinary meetings and such proposal shall be made by way of written request(s). The Board shall reply in writing regarding the acceptance or refusal to convene an extraordinary meeting within ten days upon receiving the written proposal in accordance with the requirements of the laws, administrative regulations and the Articles of Association.

Shareholders separately or aggregately holding 10% or more of the Company’s voting shares have the right to propose the Board to convene an extraordinary meeting by way of written request(s). The Board shall reply in writing regarding the acceptance or refusal to convene an extraordinary meeting within ten days upon receiving the request in accordance with the requirements of the laws, administrative regulations and the Articles of Association. If the Board agrees to convene the extraordinary meeting, notice convening the meeting shall be issued within five days after the Board resolved to do so.

If the Board makes alterations to the original proposal in the notice, consent has to be obtained from the related shareholders.

If the Board does not agree to convene the extraordinary meeting or does not reply within ten days upon receiving the request, shareholders separately or aggregately holding 10% or more of the Company’s issued shares have the right to propose the audit committee to convene an extraordinary meeting by way of written request(s).

If the audit committee agrees to convene the extraordinary meeting, notice convening the extraordinary general meeting shall be issued within five days upon receiving the request. Should there be alterations to the original requests in the notice, consent has to be obtained from the related shareholders.

If the audit committee does not issue notice of the shareholders’ meeting within the required period, it will be considered as not going to convene and preside over the meeting, and shareholders separately or aggregately holding 10% or more of the shares of the Company for ninety or more consecutive days have the right to convene and preside over the meeting on their own. The preceding rule shall be obeyed unless otherwise stipulated in the laws, administrative regulations, departmental rules or listing rules of the stock exchange where the shares of the Company are [REDACTED].

8 Proposals and Notices of Shareholder’s Meetings

When the Company convenes the shareholders’ meeting, the Board, the audit committee or shareholders individually or aggregately holding 1% or more of the total shares of the Company shall have the right to propose motions.

Shareholders separately or aggregately holding 1% or more of the shares of the Company may propose extraordinary motions to the convener in writing ten days before the convening of such shareholders’ meeting.

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The convener shall issue supplementary notice of the shareholders' meeting to announce the content of the extraordinary motions within two days after receiving the proposed motions and submit such motions for deliberation at the shareholders' meeting, unless the extraordinary motions violate laws, administrative regulations or the Articles of Association, or fall outside the scope of authority of the shareholders' meeting.

Unless otherwise required by the preceding paragraph, the convener shall not amend the proposals listed in the aforesaid notice or add any new proposals subsequent to the dispatch of a notice of the shareholders' meeting. Where an annual meeting is convened by the Company, it shall issue a written notice 21 days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. An extraordinary meeting shall be notified to the shareholders at least 15 days prior to the meeting. In relation to the publication of the notice under this Article, the date of publication of notice represents the date that the Company or the share registrar as engaged by the Company delivers the relevant notice at the post office for posting. When calculating the number of days for the issuance of notices, the intended day of the meeting shall be excluded.

9 Holding of Shareholder's Meetings

All the shareholders or their proxies recorded in the register of shareholders on the record date are entitled to attend the shareholders' meeting, and shall exercise their voting rights pursuant to the laws, regulations and the Articles of Association. Any shareholder entitled to attend and vote at a shareholders' meeting shall be entitled to appoint one or more persons (whether or not a shareholder) as his/her proxy to attend and vote instead of him/her.

An individual shareholder who attends the shareholders' meeting in person shall present his/her identification card or other valid identification documents or certificates that can verify his/her identity. Where a proxy is appointed to attend the meeting, the proxy shall produce his/her own valid identification documents and the power of attorney.

A corporate shareholder shall attend the meeting by its legal representative or a proxy appointed by the legal representative. The legal representative who attends the shareholders' meeting shall present his/her identification card and valid certification documents which can prove his/her authority to act as the legal representative. Where a proxy is appointed to attend the meeting, the proxy shall present his/her own identity card and the written power of attorney issued in accordance with the law by the legal representative of the corporate shareholder.

A shareholder shall appoint his/her proxy by an instrument in writing. Such instrument shall be made under the hand of the appointer or his/her attorney duly authorized in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or under the hand of the directors or a person duly authorized in writing.

The power of attorney issued by shareholders to authorize other persons to attend the shareholders' meeting on their behalf shall clearly state the following:

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- (I) The name or designation of the principal, class and quantity of the Company shares held;
- (II) The name or designation of the proxy;
- (III) The specific instructions of the shareholder, including directions to vote for, against or abstain from voting respectively on each proposal of consideration listed on the agenda of the shareholders' meeting;
- (IV) The signing date and the period of validity of the proxy form;
- (V) signature (or seal) of the appointing shareholder; if the appointing shareholder is a body corporate, the document shall be affixed with the legal person's seal or be signed by its director or an attorney duly authorised;
- (VI) Specifying the number of shares held by the principal represented by such proxy;
- (VII) If more than one proxy is appointed, the instrument shall specify the number of shares held by the principal represented by each proxy respectively.

The shareholders' meeting shall be chaired by the chairperson of the board. In the event the chairperson of the board is unable to perform his/her duties or fails to perform his/her duties for any reason, the shareholders' meeting shall be chaired by the vice chairperson (and in case of two or more vice chairpersons in the Company, the vice chairperson designated by more than half of directors shall preside over the meeting). Where the position of vice chairman does not exist, or where the vice chairperson is unable to perform his/her duties or fails to perform his/her duties, the shareholders' meeting shall be chaired by a director jointly nominated by no less than half of the directors.

A shareholders' meeting convened by the audit committee shall be chaired by the chairperson of the audit committee. In the event the chairperson of the audit committee is unable to perform his/her duties or he/she fails to perform his/her duties, a member of audit committee jointly designated by more than half of the members of audit committee shall preside over the meeting.

A shareholders' meeting convened by shareholders shall be chaired by the representative nominated by the convener of such meeting.

In convening any shareholders' meeting, if the chairperson of the meeting has violated any rules of meeting such that the meeting may not proceed further, with the consent of shareholders representing more than half of the voting rights present at such meeting, the meeting may designate a person to chair the meeting so that the meeting may proceed further.

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10 Voting and Resolutions at the Meetings

Resolutions of shareholders’ meetings include ordinary resolutions and special resolutions. An ordinary resolution shall be passed by shareholder in attendance holding half or more of the voting rights. A special resolution shall be passed by shareholders in attendance holding two-thirds or more of the voting rights.

The following matters shall be approved by an ordinary resolution of a shareholders’ meeting:

- (I) work reports of the Board;
- (II) proposals formulated by the Board for distribution of profits and for making up accrued losses;
- (III) election and removal of members of the Board not being representatives of the employees, as well as the determination of their remuneration and the method of its payment;
- (IV) balance sheet, income statement and other financial statements of the Company;
- (V) annual report of the Company;
- (VI) to hire and terminate the accounting firm of the Company and the remuneration of accounting firm hired;
- (VII) issuance of bonds or other securities;
- (VIII) to consider and approve the guarantees stipulated in Article 45 and the related transactions stipulated in Article 46 of the Articles of Association;
- (IX) such matters other than those required to be passed by special resolutions under the laws and administrative regulations and the listing rules of the stock exchange on which the Company’s shares are [REDACTED] or the Articles of Association.

For the purpose of the Articles of Association, the “shareholder(s)” includes those who attend the shareholders’ meeting through proxies.

The following matters shall be approved by special resolution of a shareholders’ meeting:

- (I) the increase or reduction of the registered capital and issuance of any class of shares, warrants or other similar securities by the Company;
- (II) the separation, division, merger, dissolution and liquidation or change in the corporate form of the Company;

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- (III) any amendment of this Articles of Association;
- (IV) purchase or disposal of material assets or the provision of guarantee to third parties within one year with the amount exceeding 30% of the total assets of the Company;
- (V) share incentive scheme;
- (VI) other matters which are stipulated by the laws, administrative regulations, the listing rules of the stock exchange on which the Company’s shares are [REDACTED] or the Articles of Association, and which are resolved by way of an ordinary resolution to have a material impact on the Company and therefore shall be adopted by special resolutions.

Except for when company is in crisis, the Company shall not, without prior approval at a shareholders’ meeting by a special resolution, enter into any contract with any person other than a director, senior management whereby the administration of the whole or any substantial part of the business of the Company is to be handed over to such person.

THE BOARD OF DIRECTORS

11 Directors

Directors include executive directors and non-executive directors. Executive director refers to a director who participates in the daily operations and management of the Company or its controlling subsidiary; Non-executive directors refer to directors who do not participate in the daily operations and management of the Company or its controlling subsidiaries. Non-executive directors include independent non-executive directors.

The Board of directors shall include one employee representative. Such representative shall be democratically elected by the company’s employees through the employees’ congress, general staff meeting, or other forms of democratic election, which shall not require approval by the shareholders’ meeting.

The Company shall not engage personnel who do not meet the qualifications to serve as directors, and shall not authorize personnel who do not meet the qualifications to actually exercise their duties in violation of regulations.

Directors shall be elected or replaced by the shareholders’ meeting and may be removed from office by the shareholders’ meeting prior to the expiration of their term. Directors serve for a term of three years, whose term is renewable upon re-election, unless otherwise required by the laws, regulations, the Articles of Association and the listing rules of the stock exchange where the Company’s shares are [REDACTED]. The senior management member of the Company may hold the post of director concurrently, provided that the number of directors who also hold the post of the senior management member shall not exceed half of the total number

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of the directors of the Company. If the Board appoints a new director to fill a casual vacancy or as an addition to the Board, the appointed director shall be subject to election by shareholders at the first shareholders’ meeting after the appointment and shall be eligible for re-election.

Directors shall observe the laws, administrative regulations, the Articles of Association, and the listing rules of the stock exchange where the Company’s shares are [REDACTED]. Directors shall undertake fiduciary duties and shall take proactive measures to avoid conflicts of interest between themselves and the Company, and shall refrain from using their position to seek improper gains. Directors shall undertake the following fiduciary duties to the Company that they should:

- (I) not to expropriate the assets of the Company, and not to misappropriate the funds of the Company;
- (II) not to open any account in their own names or in others’ names for the purpose of depositing any of the Company’s funds;
- (III) not to solicit or accept bribes or other illegal gains through abuse of official powers;
- (IV) not to conclude any contract or conduct transactions with the Company directly or indirectly without reporting to the Board or shareholders’ meeting and obtaining approval of the board of directors or the meeting in accordance with the Articles of Association. The provisions of the previous paragraph shall apply to the close relatives of the directors or senior management, enterprises directly or indirectly controlled by the directors or senior management or their close relatives, and related persons with other associations with the directors or senior management when entering into contracts or transactions with the Company;
- (V) not to take advantage of their positions to seek business opportunities for the benefits of themselves or others that should belong to the Company. However, this does not apply in the following cases: (i) the business opportunity is reported to the board of directors or shareholders’ meeting and is approved by a resolution, or (ii) the Company is legally prohibited from utilizing the business opportunity according to laws, administrative regulations, or the Articles of Association.
- (VI) Directors shall not engage in or operate a business that competes with the Company’s business, either personally or on behalf of others, unless the business opportunity has been reported to and approved by the board of directors or shareholders’ meeting in accordance with the provisions of the Articles of Association.
- (VII) not to keep as their own, the commission for transaction with the Company;
- (VIII) not to disclose secret of the Company without authorization;

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(IX) not to use their related-party relationships to damage the interests of the Company;

(X) to fulfill other fiduciary duties stipulated by the laws, administrative regulations, departmental rules, the Articles of Association and the listing rules of the stock exchange where the Company’s shares are [REDACTED].

Any income obtained by directors in violation of any of the provisions of this Article shall belong to the Company.

The director shall be accountable to compensate the Company against any loss incurred. The directors shall, both collectively and individually, fulfill fiduciary duties and duties of skill, care, and diligence to a standard at least commensurate with the standard established by Hong Kong law. Every director must, in the performance of his/her duties as a director:

(I) to act honestly in good faith in the interests of the Company as a whole;

(II) to act for proper purpose;

(III) to be accountable to the Company for the application or misapplication of its assets;

(IV) to avoid actual and potential conflicts of interest and duty;

(V) to disclose fully and fairly his/her interests in contracts with the Company;

(VI) to apply such degree of skill, care and diligence as may reasonably be expected of a person of his/her knowledge and experience and holding his/her office as a director of the Company;

(VII) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure that the business operations of the Company comply with PRC laws, administrative regulations and all the PRC economic policies and are not beyond the business scope specified in the business license of the Company;

(VIII) to treat all shareholders fairly;

(IX) to acquire the knowledge of the business operation and management of the Company on a timely basis;

(X) to sign the written confirmation of regular reports of the Company and ensure the truthfulness, accuracy and completeness of the information disclosed by the Company;

(XI) to honestly inform the audit committee with the relevant circumstances and information, not to prevent the audit committee from exercising their functions and powers;

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- (XII) to fulfill other obligations of diligence stipulated by the laws, administrative regulations, departmental rules, the Articles of Association and the listing rules of the stock exchange where the Company’s shares are [REDACTED].

12 Board of Directors

The company has a board of directors.

The Board shall consist of 8 directors, including 4 independent non-executive directors and accounting for at least one-third of the members of the Board. At least one independent non-executive director shall have appropriate professional qualifications, and one independent non-executive director shall reside in Hong Kong.

The Board shall exercise the following duties and powers:

- (I) to convene shareholders’ meetings and report its work to the shareholders’ meeting;
- (II) to implement the resolutions of shareholders’ meetings;
- (III) to decide on the Company’s business plans and investment plans;
- (IV) to formulate the Company’s profit distribution plans and plans on making up of losses;
- (V) to formulate plans for increase or reduction of the registered capital of the Company and issue of bonds or other securities of the Company and listing plans;
- (VI) to formulate plans for merger, division, dissolution and alteration of corporate form;
- (VII) to formulate plans for significant asset acquisition and selling and repurchase of shares of the Company;
- (VIII) to decide on, among others, external investments, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted wealth management, connected transactions and external donations of the Company within the authorization of the shareholders’ meeting;
- (IX) to determine the establishment of the Company’s internal management structure;
- (X) to decide the establishment of committees of the Board; appoint or dismiss chairman (convenor) of the committees of the Board;
- (XI) to decide on the appointment or dismissal of the general manager and other senior management members of the Company according to the nomination of the chairman and matters concerning their remuneration, punishment and reward, and according

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to the nomination by the general manager, to decide on the appointment or dismissal of deputy general managers, chief financial officer and other senior management members of the Company and matters concerning their remuneration, punishment and reward;

- (XII) to formulate basic management policies of the Company;
- (XIII) to formulate proposals for amendment to the Articles of Association;
- (XIV) to formulate proposals to adopt share incentive plan of the Company;
- (XV) to manage information disclosure of the Company;
- (XVI) to submit proposals to the shareholders’ meeting on the engagement or replacement of the accounting firm providing audit services to the Company;
- (XVII) to receive reports from and inspect the work of the general manager;
- (XVIII) to decide material matters and administrative matters other than those matters required to be decided by the shareholders’ meeting of the Company in accordance with laws, administrative regulations, departmental rules, the Article of Association and the listing rules of the stock exchange where the Company’s shares are [REDACTED];
- (XIX) other functions and powers provided for in laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company’s shares are [REDACTED] and the Article of Association, and conferred at shareholders’ meetings.

The above matters of authority exercised by the Board or any transaction or arrangement of the Company which shall be considered and approved at the shareholders’ meeting according to the listing rules of the stock exchange where the Company’s shares are [REDACTED], shall be submitted to the shareholders’ meeting for consideration and approval.

Except for the board resolutions in respect of the matters specified in paragraphs (V), (VI) and (XIII) which shall be passed by more than two-thirds of the directors, the board resolutions in respect of all other matters may be passed by more than one half of the directors.

The Board shall have one chairman and may have vice chairman, who shall be elected by a majority of all directors. The chairman shall perform the following functions:

- (I) to preside over the shareholders’ meetings and convening and presiding over meetings of the Board;
- (II) to oversee and inspect the execution of the resolutions of the Board;

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- (III) other functions and powers provided for in laws, administrative regulations, departmental rules, the Article of Association and the listing rules of the stock exchange where the Company’s shares are [REDACTED], and conferred by the Board.

The Board meetings include regular meetings and extraordinary meetings.

The Board shall hold at least four meetings per annum, which shall be convened by the chairman, and all the directors shall be notified in writing at least 14 days before the regular meeting and 10 days before the extraordinary meeting.

Unless or otherwise provided in other articles herein, a Board meeting can be held only if more than half of the directors are present. Resolutions of the Board must be passed by more than half of all directors. In respect of resolutions of the Board, each director shall have one vote.

13 Special Committees of the Board of Directors

The Board of the Company shall establish the audit committee, the nomination committee and the remuneration and appraisal committee and shall, as needed, establish relevant special committees such as the strategy committee. Each special committee shall be accountable to the Board and perform the duties prescribed by the Articles of Association and the Board. Any proposals of the special committee shall be submitted to the Board for consideration and approval. All member of the special committees shall be directors, among which, the majority of the members of the audit committee, the nomination committee and the remuneration and appraisal committee shall be independent directors who also convene the meeting of such committees. The convener of the audit committee shall be an accounting professional. The Board is responsible for formulating working rules, to standardize the operation of the special committees.

The audit committee shall exercise the powers and functions of the board of supervisors provided in the PRC Company Law. The audit committee shall be responsible for reviewing the Company’s financial information and disclosures, overseeing and evaluating internal and external audits, and monitoring internal controls. The following matters shall be submitted to the Board of Directors for deliberation only after obtaining approval by more than half of the audit committee members:

- (I) to disclose financial accounting reports, financial information in periodic reports and internal control evaluation reports;
- (II) to appoint or dismiss an accounting firm that undertakes the audit business of the Company;
- (III) to appoint or dismiss the Company’s chief financial officer;

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- (IV) to change accounting policies or estimates, or to correct material accounting errors, except when resulting from changes in accounting standards;
- (V) other matters stipulated by laws, administrative regulations, provisions of the CSRC, and the Company’s Articles of Association.

The nomination committee shall be responsible for formulating selection criteria and procedures for Directors and senior management, conducting reviews and assessments of candidates for Director and senior management positions, and submitting the following matters to the Board of Directors for deliberation:

- (I) to nominate or dismiss Directors;
- (II) to appoint or dismiss the senior management personnel;
- (III) other matters stipulated by laws, administrative regulations, provisions of the CSRC, and the Company’s Articles of Association.

The remuneration and appraisal committee shall be responsible for formulating appraisal standards and conducting appraisals for Directors and senior management, developing and reviewing remuneration policies and schemes for Directors and senior management, including remuneration determination mechanisms, decision-making processes, payment, withholding, and clawback arrangements, and submitting the following matters to the Board of Directors for deliberation:

- (I) remuneration of Directors and senior management;
- (II) to formulate or to modify equity incentive plans or employee stock ownership plans, including the granting of entitlements to incentive recipients and the fulfillment of conditions for exercising entitlements;
- (III) to arrange shareholding plans for Directors and senior management in proposed spin-off subsidiaries;
- (IV) other matters stipulated by laws, administrative regulations, provisions of the CSRC, and the Company’s Articles of Association.

SENIOR MANAGEMENT

14 General Manager and Other Senior Management Officers

The Company has one general manager and may appoint deputy general manager to assist the general manager; and one chief financial officer. The general manager, deputy general managers and chief financial officer shall be appointed or dismissed by the Board. The general

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manager, the deputy general managers and the chief financial officer, as well as other persons expressly appointed by the Board as other senior management personnel of the Company are senior management officers of the Company.

The term of office of the general manager shall be three years, renewable upon reappointment. The general manager may resign before his or her term of office expires. The procedure and rules for such resignation shall be specified in the labor contract between the general manager and the Company. If the general manager is unable to fulfil his or her duty for any special reason, the Board shall designate one deputy general manager to act on his or her behalf. Directors may concurrently serve as general manager or other senior management officers.

The general manager shall be responsible for the Board and exercise the following functions and powers:

- (I) to be in charge of the production, operation and management of the Company, to organize the implementation of the resolutions of the Board, and to report his or her works to the Board;
- (II) to organize the implementation of the Company's annual business plans and investment plans;
- (III) to draft plans for the establishment of the Company's internal management organization;
- (IV) to draft the Company's basic management system;
- (V) to formulate the Company's specific regulations;
- (VI) to propose the appointment or dismissal of the Company's chief financial officer or other senior management officers;
- (VII) to decide the appointment or dismissal of management personnel other than those required to be appointed or dismissed by the Board;
- (VIII) such other functions and powers conferred by the Articles of Association and the Board.

FINANCIAL ACCOUNTING SYSTEM AND PROFIT DISTRIBUTION AND AUDITING

15 Financial Accounting System

The company shall establish its financial and accounting systems in accordance with laws, administrative regulations and PRC accounting standards formulated by the financial regulatory department of the State Council.

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16 Profit Distribution

Where the Company distributes its after-tax profits of the current year, it shall allocate 10% of the profits after tax as the Company’s statutory common reserve, provided that no allocation is required if the accumulated statutory common reserve represents no less than 50% of the registered capital of the Company. Where the statutory common reserve fund of the Company is not sufficient to cover the Company’s loss from the previous year, the current year profits shall be used to cover such loss before allocation is made to the statutory common reserve fund pursuant to the previous paragraph. After allocation to the statutory common reserve fund has been made from the after-tax profits of the Company, the discretionary surplus reserve of any amount fund may be allocated from the after-tax profits upon approval by shareholders’ meeting. Any profit after taxation and after making up losses and making appropriation to the statutory surplus reserve shall be distributed by the Company to shareholders in proportion to their shareholdings, unless these Articles of Association provide that distributions are to be made otherwise than proportionally. Where the shareholders’ meeting distributes profits to shareholders in violation of the Company law, the shareholders shall return to the Company the profit distributed. Where such distribution causes losses to the Company, the shareholders, the responsible directors and senior management shall be liable for compensation. The Company shall not participate in profit distribution in respect of shares held under its name.

The Company’s common reserves shall be used for making up accrued losses, expanding the business operations or increasing the registered capital of the Company. When covering the Company’s losses with the Company’s common reserves, the discretionary surplus reserve and statutory common reserve shall be used first. If the losses still cannot be fully covered, the capital reserve may be utilized in accordance with applicable regulations. When the statutory common reserve is converted into capital, the balance of such reserve shall not be less than 25% of the registered capital prior to the conversion.

APPOINTMENT OF AN ACCOUNTING FIRM

17 Appointment of Accounting Firm

The Company shall appoint an independent accounting firm which satisfies the Securities Law and the relevant PRC state regulation, audit the annual financial report of the Company, and verify other financial reports of the Company. The term of appointment is one year and is renewable. The appointment and dismissal of an accounting firm shall be made only by a shareholders’ meeting, and no accounting firm should be appointed by the Board prior to the decision of shareholders’ meeting.

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18 Merger, Division, Capital Increase and Capital Reduction

In the case of merger, the Company may take the form of merger by absorption or merger by new establishment. In the case of mergers by absorption, a company absorbs other companies and the absorbed company is dissolved. In the case of mergers by new establishment, two or more companies combine together for the establishment of a new one, and the pre-merger companies are dissolved.

To split the Company, the properties thereof shall be divided accordingly. To split the Company, each party to the split-up shall conclude an agreement with each other and balance sheets and checklists of properties shall be worked out. The Company shall, within 10 days after the decision of split-up is made, inform the creditors and make a public announcement on newspapers recognized by the stock exchange where the Company’s shares are [REDACTED] or the state enterprise credit information publicity system within 30 days, in accordance with the Company Law.

Where the Company reduce its registered capital, it shall work out balance sheets and checklists of properties. The Company shall, within ten days after the resolution of the shareholders’ meeting to reduce the registered capital, notify the creditors and make a public announcement on newspapers recognized by the stock exchange where the Company’s shares are [REDACTED] or the state enterprise credit information publicity system within 30 days. The creditors shall, within 30 days after receiving the notice or within 45 days after the issuance of the public announcement if it fails to receive the notice, be entitled to demand the Company to pay off the debts or to provide respective guaranties. When reducing registered capital, the Company shall proportionally reduce shareholders’ capital contributions or shares according to their respective shareholding percentages, unless otherwise provided by law or these Articles of Association. Where, in the process of merger or split-up of the Company, any of the registered items is changed, the Company shall go through the registration for change with the company registration authority.

Where the Company is dissolved, it shall be deregistered according to law. If a new company is established, it shall go through the procedures for company establishment abiding by law. In the case of increasing or reducing its registered capital, the Company shall go through registration of change with the company registration authority abiding by law.

19 Dissolution and Liquidation

The Company may be dissolved under one of the following circumstances:

- (I) the term of business operation as prescribed by the Articles expires or any of the situations for dissolution prescribed in the Articles occurs;
- (II) the shareholders’ meeting has adopted a special resolution for dissolution;
- (III) it is necessary to be dissolved due to merger or split-up of the Company;

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- (IV) the business license of the Company is revoked, or the Company is ordered to close down or is closed down in accordance with laws; or
- (V) the Company meets any serious difficulty in its operations or management so that the interests of the shareholders will face material loss if the Company continues to exist and the difficulty cannot be solved by any other means, the shareholders who hold ten percent or more of the voting rights may plead the people's court to dissolve the Company.

The liquidation committee shall notify the creditors within ten days of and make announcements on newspapers recognized by the stock exchange where the Company's shares are [REDACTED] or the state enterprise credit information publicity system within 60 days of the date of its establishment. A creditor shall, within 30 days of receipt of the notice, or in the case of failure to receive the notice, within 45 days of the date of the announcement, claim its rights to the liquidation committee. In claiming its rights, the creditor shall explain the relevant issues on the creditor's rights and provide evidential materials in respect thereof. The liquidation committee shall register the creditors' rights. While claiming of creditors' rights, the liquidation committee shall not make any repayment to creditors.

After paying off the liquidation expenses, wages of employees, social insurance premiums and legal indemnities, the outstanding taxes and the debts of the Company, the remaining assets may be distributed according to the proportion of shares held by the shareholders.

20 Amendments to the Articles of Association

The Company may amend the Articles in accordance with the requirements of law, administrative regulations, the Articles of Association and listing rules of the stock exchange where the Company's shares are [REDACTED]. Amendments to the matters of the Articles of Association adopted by a resolution of the shareholders' meeting which are subject to approval from relevant competent authority shall be submitted to the competent approval authority for approval; if there is any change relating to the registered particulars of the Company, application shall be made for change in registration in accordance with the law. The Board shall amend the Articles of Association in accordance with the resolution of the shareholders' meeting and the comments of the relevant competent authority.

NOTICE AND ANNOUNCEMENT

21 Notice

The notice of the Company shall be issued in the following form:

- (I) Personal delivery;
- (II) Mail;

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- (III) Facsimile or e-mail;
- (IV) Subject to laws, regulations and listing rules of the stock exchange where the Company’s shares are [REDACTED], by publishing them on the website of the Company and the website designated by the stock exchange;
- (V) Announcement;
- (VI) Other forms agreed in advance by the Company or the recipients, or approved by the recipients upon the receipt of the notice; or
- (VII) Other forms approved by relevant regulatory authority where the Company’s shares are [REDACTED] or stipulated by the Articles of Association.

Notwithstanding the provisions of the Articles, subject to the relevant provisions of the stock exchange where the Company’s shares are [REDACTED], the Company has the right to publish the corporate communication in the form of notice provided for in paragraph 1 (4) of this Article in lieu of sending paper documents to each H-share shareholder either by personal delivery or mail. Such corporate communications shall mean any document issued or to be issued by the Company for the reference or action of shareholders, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), board reports (together with balance sheets and profit and loss statements), shareholders’ meeting notices, circulars, and other communications documents.

22 Announcement

The Company has designated the official website of the Stock Exchange of Hong Kong Limited as the media for publication of the Company’s announcements and other required disclosure of information.