

APPENDIX III

SUMMARY OF ARTICLES OF ASSOCIATION

This Appendix contains a summary of the principal provisions of the Articles of Association adopted in January 2026, which will become effective on the date on which the H Shares are [REDACTED] on the Stock Exchange. The main purpose of this Appendix is to provide potential [REDACTED] with an overview of the Articles of Association and it may not necessarily contain all information that is important to potential [REDACTED].

DIRECTORS AND THE BOARD OF DIRECTORS

Power to allot and issue Shares

The Articles of Association contain no provision to authorize the Board of Directors to allot or issue Shares. The Board of Directors shall prepare suggestions for Share allotment or issue, which are subject to approval by the Shareholders at the Shareholders’ meeting in the form of a special resolution. Any such allotment or issue shall be in accordance with the procedures stipulated in applicable laws, administrative regulations and regulatory rules of the places where the Shares are [REDACTED].

Power to dispose assets of the Company or any subsidiary

The Board of Directors shall determine the authority for external investment, acquisition and disposal of assets, asset mortgage, external guarantees, entrusted wealth management and connected transactions, and establish rigorous review and decision-making procedures. Major investment projects shall be reviewed by relevant experts and professionals and reported to the Shareholders’ meeting for approval.

Guarantees of loans to directors, supervisors or other management personnel

The Articles of Association contain no provision regarding the provision of loan guarantees to directors, supervisors, or other management personnel.

Provision of financial assistance for the purchase of shares in the company or any subsidiary

The Company and its subsidiaries (including affiliated companies of the Company) shall not provide financial assistance to others in the form of gifts, advances, loans, or otherwise for the purpose of acquiring shares of the Company or its parent company, except where the Company implements an employee stock ownership plan.

For the benefit of the Company, the Company may, upon a resolution by the Shareholders’ meeting or by the Board of Directors under the Articles of Association or the authorization of the Shareholders’ meeting, provide financial assistance to others for acquiring the shares of the Company or its parent company, provided that the total accumulative amount of the financial assistance shall not exceed 10% of the total issued share capital. A resolution by the Board of Directors shall be passed by two-thirds or more of all the Directors.

Any director, supervisor, or senior management personnel who violates the provisions of the preceding two paragraphs and causes losses to the company shall bear liability for compensation.

Disclosure of interests in contracts with the Company or any subsidiary

A director shall not enter into contracts or transactions with the Company, directly or indirectly, without reporting to the Board of Directors or the Shareholders’ meeting and obtaining approval by a resolution passed by the Board of Directors or the Shareholders’ meeting in accordance with the provisions of the Articles of Association.

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Remuneration

The appointment and removal of the members of the Board of Directors, as well as their remuneration and payment methods, shall be adopted by the Shareholders’ meeting by ordinary resolution.

Retirement, appointment, removal

The Board of Directors consists of 9 Directors, including three independent Directors.

The Board of Directors shall have one chairman, who shall be elected by more than half of all the Directors.

Directors shall be elected or changed by the Shareholders’ meeting and may be removed by the Shareholders’ meeting before the expiration of their term of office. The term of office of Directors shall be three-year and they may be re-elected upon expiration of their term.

The following persons shall not serve as our Directors:

- (1) having no capacity for civil conduct or limited capacity for civil conduct;
- (2) a person who has been sentenced to criminal punishment due to corruption, bribery, misappropriation of property, embezzlement of property or disruption of socialist market economy order and or has been deprived of political rights due to criminal offences and less than five years have elapsed since the expiration of the enforcement period; in case of a suspended sentence, less than two years have elapsed since the date of expiry of the probationary period;
- (3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvent liquidation of such company or enterprise;
- (4) a person who served as the legal representative of a company or enterprise which has its business license revoked or is ordered to close down due to violation of the law and is personally liable, where less than three years have elapsed since the date of revocation of the business license of such company or enterprise;
- (5) being listed as a dishonest person subject to enforcement by the people’s court due to his/her failure to pay off a relatively large amount of debts which has fall due;
- (6) a person who is banned by the CSRC from access to the securities market, and the ban has not expired;
- (7) a person who is determined by any stock exchange to be unsuitable to serve as a director, supervisor, or senior management personnel of a company, and the designated period has not yet expired;
- (8) other circumstances as prescribed by laws, administrative regulations, departmental rules, or securities regulatory rules of the place where the Shares of the Compare are [REDACTED].

Borrowing powers

The Articles of Association contain no provisions regarding borrowing power.

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Duties

The Directors shall abide by laws, administrative regulations and the Articles of Association, and shall have the following fiduciary duties to the Company:

- (1) shall not embezzle the assets of the Company or misappropriate funds of the Company;
- (2) shall not deposit the funds of the Company into accounts held in their own names or in the name of any other individual;
- (3) shall not abuse their authority by accepting bribes or other illegal income;
- (4) shall not entered any contracts or transactions with the Company, directly or indirectly, without reporting to Board of Directors or the Shareholders' meeting and obtaining approval by a resolution passed by the Board of Directors or the Shareholders' meeting in accordance with the provisions of the Articles of Association.
- (5) shall not take advantage of their positions to pursue business opportunities for themselves or others that belong to the Company, except where such opportunities have been reported to the Board of Directors or Shareholders' meeting and approved by a resolution of the Shareholders' meeting, or where the Company is unable to utilize such business opportunities pursuant to laws, administrative regulations, or the Articles of Association.
- (6) shall not engage in business operations similar to those of the Company, either for their own or on behalf of others, without reporting to the Board of Directors or the Shareholders' meeting and obtaining approval by a resolution passed by the Shareholders' meeting;
- (7) shall not accept commissions paid by others for transactions conducted with the Company as their own;
- (8) shall not disclose confidential information of the Company without authorization;
- (9) shall not abuse their connected relationships to damage the interests of the Company;
- (10) other fiduciary duties prescribed by laws, administrative regulations, departmental rules, securities regulatory rules of place where the Shares of the Company are [REDACTED], and the Articles of Association.

Any income obtained by the Director in violation of above provisions shall belong to the Company. If losses are caused to the Company because of such violation, such Director shall be liable for compensation.

Directors shall abide by laws, administrative regulations and the Articles of Association, and have the following duties of diligence to the Company:

- (1) shall exercise the rights granted by the Company prudently, earnestly and diligently to ensure that the Company conducts its business activities in a manner that complies with the requirements of national laws, administrative regulations, and all relevant national economic policies, and that business activities of the Company do not exceed the scope of business activities specified in the business license;
- (2) shall treat all Shareholders fairly;

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- (3) shall stay informed about the business operations and management of the Company in a timely manner;
- (4) shall provide a written confirmation opinion on the periodic reports of the Company to ensure the truthfulness, accuracy and completeness of the information disclosed by the Company;
- (5) shall provide accurate information and materials to the Supervisory Committee and shall not obstruct the Supervisory Committee or supervisors from performing its or their duties;
- (6) shall perform other duties of diligence prescribed by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Shares of the Company are [REDACTED], and the Articles of Association.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company may amend the Articles of Association in accordance with the provisions of the laws, administrative regulations and the Articles of Association.

Any amendments to the Articles of Association approved by the Shareholders’ meeting that require approval from the competent authority shall be submitted to the competent authority for approval; where such amendments involve the registration of the Company, the registration of change shall be processed in accordance with the law.

VARIATION OF RIGHTS OF EXISTING SHARES OR CLASSES OF SHARES

The Shares of the Company are issued in the form of registered shares and divided into Class A Ordinary Shares and Class B Ordinary Shares. Shareholders are only entitled to receive Shares when the Board of Directors resolves to issue them. Any share certificate representing Class B Ordinary Shares (if any) shall prominently display the cautionary statement “a company controlled through weighted voting rights.”

The shares of the Company shall be issued under the principles of openness, fairness and impartiality, and each of the Shares of the same class shall carry the same rights. The terms and price of each Share of the same class issued in the same offering shall be the same. Any entity or individual subscribing to shares of the same class in the same offering shall pay the same price per share.

All Shareholders of the Company agree that only the following Shareholders hold Class A Ordinary Shares: Chen Yuqi, Fang Bing and Xu Shengdong. Other Shareholders of the Company hold Class B Ordinary Shares.

Except for the difference in voting rights as provided for in the Articles of Association, the Class A Shares and Class B Shares shall exactly carry the same rights. Shareholders holding Class A Shares shall exercise their rights in accordance with the applicable laws and regulations and the Articles of Association, and shall not abuse the special voting rights or use the special voting rights to harm the legitimate rights and interests of other shareholders.

The Company and holders of Class A Ordinary Shares shall not take any action (including the issue or repurchase of Shares of any class) that would result in:

- (1) the aggregate number of votes entitled to be cast by all holders of Class B Ordinary Shares (for the avoidance of doubt, excluding those who are also holders of Class A Ordinary Shares and the Shares of the Company that have been repurchased but have not

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been transferred or cancelled) present at a Shareholders' meeting to be less than 10% of the votes entitled to be cast by all Shareholders at a Shareholders' meeting (excluding the Shares of the Company that have been repurchased but have not been transferred or cancelled); or

- (2) an increase in the proportion of Class A Ordinary Shares to the total number of Shares in issue.

No further Class A Ordinary Shares shall be allotted, issued or granted by the Company, except with the prior approval of the Stock Exchange and pursuant to:

- (1) an offer made to all the Shareholders pro rata (apart from fractional entitlements) to their existing holdings;
- (2) a pro rata issue of Shares to all the Shareholders by way of scrip dividends; or
- (3) a stock split or other similar capital reorganization;

provided that, each Shareholder shall be entitled to subscribe for (in a pro rata offer) or be issued (in an issue of Shares by way of scrip dividends) Shares in the same class as the Shares then held by him, notwithstanding the provisions of this Article, and further provided that the proposed allotment or issuance will not result in an increase in the proportion of Class A Ordinary Shares in issue, so that:

- (1) if, under a pro rata offer, any holder of Class A Ordinary Shares does not take up any part of the Class A Ordinary Shares or the rights thereto offered to them, such Shares (or rights) not taken up shall only be transferred to another person on the basis that such transferred rights will only entitle the transferee to an equivalent number of Class B Ordinary Shares; and
- (2) to the extent that rights to Class B Ordinary Shares in a pro rata offer are not taken up in their entirety (including, but not limited to, where the pro rata offering is not fully [REDACTED]), the number of Class A Ordinary Shares that shall be allotted, issued or granted in such pro rata offer shall be reduced proportionately. Where necessary, the holders of Class A Ordinary Shares shall use their best endeavors to enable the Company to comply with this Article.

In the event the Company reduces (net of the Shares of the Company that have been repurchased but have not been transferred or cancelled) the number of Shares in issue (e.g. through a purchase of its own Shares), the holders of Class A Ordinary Shares shall reduce their weighted voting rights in the Company proportionately (for example through conversion of a proportion of their shareholding with those rights into Shares without those rights), if the reduction (net of the Shares of the Company that have been repurchased but have not been transferred or cancelled) in the number of Shares in issue would otherwise result in an increase in the proportion of Class A Ordinary Shares.

The Company shall not change the terms of the Class A Ordinary Shares to increase the weighted voting rights attached to that class. If the Company wishes to change the terms of the Class A Ordinary Shares to reduce those rights it may do so but shall, in addition to complying with any requirements under law, first obtain the prior approval of the Stock Exchange and, if approval is granted, shall announce the change.

Each Class A Ordinary Share is convertible into one Class B Ordinary Share at any time by the holder thereof, such right to be exercisable by the holder of the Class A Ordinary Share delivering a written notice to the Company that such holder elects to convert a specified number of

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Class A Ordinary Shares into Class B Ordinary Shares. The conversion of Class A Shares into Class B Shares shall be processed in accordance with relevant laws and regulations, the Articles of Association, and the securities regulatory rules of the places where the Shares of the Company are [REDACTED].

Class A Ordinary Shares shall only be held by Chen Yuqi, Fang Bing and Xu Shengdong. Subject to the Listing Rules and other applicable laws or regulations, each Class A Ordinary Share shall be automatically converted into one Class B Ordinary Share upon the occurrence of any of the following events:

- (1) the death of the holder of such Class A Share;
- (2) the holder of such Class A Share ceasing to be a Director for any reason;
- (3) the holder of such Class A Share being deemed by the Hong Kong Stock Exchange to be incapacitated for the purpose of performing their duties as a Director;
- (4) the holder of such Class A Share being deemed by the Hong Kong Stock Exchange to no longer meet the requirements of a director set out in the Listing Rules; or
- (5) the transfer to another person of the beneficial ownership of, or economic interest in such Class A Share or the Control over the voting rights attached to such Class A Share (through voting proxies or otherwise), other than (i) the grant of any lien, pledge, charge or other encumbrance over such Class A Share which does not result in the transfer of the legal title to or beneficial ownership of, or the voting rights attached to, such Class A Share, until it is transferred upon the enforcement of such lien, pledge, charge or other encumbrance, and (ii) the transfer of the legal ownership of such Class A Shares wholly owned and fully controlled by the founder to any founder holding company by the founder.

For the avoidance of doubt, a transfer shall be deemed to have took effected under this Article if the holder of Class A Ordinary Share enters into any arrangement or understanding with any person who is not the founder or a founder holding company wholly owned and fully controlled by the founder, to the extent that such arrangement or understanding would result in a transfer of weighted voting rights from such holder of Class A Shares to such person.

Any conversion of Class A Ordinary Shares into Class B Ordinary Shares shall take effect by a redesignation of Class A Shares to Class B Shares on a one to one ratio. Such conversion shall become effective forthwith upon entries being made in the register to record the re-designation of the relevant Class A Ordinary Shares as Class B Ordinary Shares. An issuer with a weighted voting rights structure shall seek prior approval from the Hong Kong Stock Exchange for the [REDACTED] of the shares to be issued upon conversion of shares with weighted voting rights.

All of the Class A Ordinary Shares in the authorized share capital of the Company shall be automatically re-designated into Class B Ordinary Shares in the event none of the holders of Class A Ordinary Shares at the time of [REDACTED] of the Shares of the Company on the Stock Exchange have beneficial ownership of Class A Ordinary Shares, and no further Class A Ordinary Shares shall be issued by the Company.

SPECIAL RESOLUTIONS

The resolutions of the Shareholders’ meeting shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution may be adopted by a simple majority of the votes held by the Shareholders (including proxies of Shareholders) attending the Shareholders’ meeting.

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A special resolution can be adopted by a two-thirds majority of the votes held by the Shareholders (including proxies of Shareholders) attending the Shareholders’ meeting.

VOTING RIGHTS

Weighted voting rights shall be attached solely to Class A Shares and confer on Chen Yuqi, Fang Bing, and Xu Shengdong enhanced voting power on resolutions to be proposed at Shareholders’ meetings. In all other respects, the rights attached to Class A Shares shall be otherwise be the same as those attached to Class B Shares. When holders of Class A Shares and Class B Shares vote on all resolutions proposed at the Shareholders’ meetings, holders of Class A Shares shall be entitled to ten votes per share, while holders of Class B Shares shall be entitled to one vote per share. However, each Class A Share and Class B Share shall entitle its holder to one vote in respect of a resolution on any of the following matters:

- (1) the election and change of Supervisors and members of the Audit Committee (where the Audit Committee exercises the functions and powers of the Supervisory Committee and the Company does not have a Supervisory Committee or Supervisors);
- (2) any amendment to the Articles of Association, including the modification of the rights attached to any class of Shares;
- (3) the appointment, election or removal of any independent Director;
- (4) the appointment or removal of an accounting firm; or
- (5) the voluntary winding-up of the Company.

Save and except for the rights and restrictions set out in the Articles of Association, the Class A Shares and the Class B Shares shall rank *pari passu* in all other respects and shall have the same rights and restrictions.

REQUIREMENTS FOR SHAREHOLDERS’ MEETING

The Shareholders’ meetings are divided into annual general meetings and extraordinary general meetings. The annual general meeting shall be convened once a year and be held within six months of the end of the previous financial year.

ACCOUNTS AND AUDIT

Financial and accounting policies

The Company shall develop its financial and accounting system in accordance with the laws, administrative regulations, and the rules stipulated by relevant authorities. Where the securities regulatory authority of the places where the Shares of the Company are [REDACTED] has other provisions, such provisions shall prevail.

The Company shall not keep accounts other than those provided by law. Funds of the Company shall not be deposited in an account opened in the name of any individual.

Appointment and dismissal of accountants

The Company shall employ an accounting firm that complies with the PRC Securities Law to conduct accounting statement audit, net asset verification and other related consulting services. The employment term shall be one year and subject to renewal.

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The appointment of an accounting firm by the Company shall be resolved by the Shareholders' meeting and the Board of Directors shall not appoint any accounting firm without approval of the Shareholders' meeting.

NOTICE OF SHAREHOLDERS' MEETING AND AGENDA

The Company shall convene an extraordinary Shareholders' meeting within two months from the date of occurrence of any of the following events:

- (1) when the number of Directors is less than the minimum number required by the Company Law or two-thirds of the number required by the Articles of Association;
- (2) when the unrecovered losses of the Company amount to one-third of the total share capital;
- (3) Shareholders, individually or jointly, holding 10% or more voting rights of the Company (on a one vote per share basis and, for the avoidance of doubt, the Company's shares that have been repurchased but have not been transferred or cancelled shall have no voting right), request to convene an extraordinary general meeting in writing;
- (4) when deemed necessary by the Board of Directors;
- (5) when proposed by the Supervisory Committee; and
- (6) other circumstances stipulated by laws, administrative regulations, departmental rules, the Listing Rules or the Articles of Association.

Subject to the approval of a majority of all independent Directors, independent directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. Upon receiving a proposal from independent Directors to convene an extraordinary general meeting, the Board of Directors shall, within 10 days upon receipt of such proposal, make a written response as to whether or not it agrees to convene an extraordinary general meeting in accordance with laws, administrative regulations, Listing Rules, and the Articles of Association. Where the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening the meeting within 5 days after the resolution of the Board of Directors is made. If the Board of Directors disagrees with convening the extraordinary general meeting, it shall state the reasons and make an announcement.

The Supervisory Committee shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall submit such proposal to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, administrative regulations, and the Articles of Association, give a written reply as to whether it agrees or disagrees to convene the extraordinary general meeting within 10 days after receiving the proposal.

Where the Board of Directors agrees to convene an extraordinary general meeting, a notice of Shareholders' meeting shall be issued within five days after the resolution of the Board of Directors is made. Any changes to the original proposal in the notice shall be subject to the consent of the Supervisory Committee.

Where the Board of Directors does not agree to convene an extraordinary general meeting or fails to give reply within 10 days after receiving the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty to convene the Shareholders' meeting. In such cases, the Supervisory Committee may convene and preside over the meeting on its own initiative.

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Shareholders, individually or jointly, holding 10% or more of the voting rights of the Company (on a one vote per share basis and, for the avoidance of doubt, the Shares of the Company that have been repurchased but have not been transferred or cancelled shall have no voting right) may request the Company to convene an extraordinary general meeting or convene and preside over such meeting by itself/themselves in accordance with the sixth paragraph of this Article, subject to the following procedures:

Shareholders, individually or jointly, holding 10% or more of the voting rights of the Company (on a one vote per share basis and, for the avoidance of doubt, the Shares of the Company that have been repurchased but have not been transferred or cancelled shall have no voting right) may request the Board of Directors to convene an extraordinary general meeting and add resolutions to be considered to the agenda of the meeting, and such proposals shall be made to the Board of Directors in writing. For such proposal, the Board of Directors shall, in accordance with laws, administrative regulations and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting, within 10 days upon receipt of such request.

Where the Board of Directors agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within 5 days after the resolution of the Board of Directors is made. Any changes to the original proposal in the notice shall be subject to the consent of the relevant Shareholder.

Where the Board of Directors disagrees to convene the extraordinary general meeting, or fails to give reply within 10 days after receipt of the request, shareholders, individually or jointly, holding 10% or more of the voting rights of the Company (on a one vote per share basis and, for the avoidance of doubt, the Shares of the Company that have been repurchased but have not been transferred or cancelled shall have no voting right) may request the Supervisory Committee to convene an extraordinary general meeting, and such request shall be made to the Supervisory Committee in writing.

Where the Supervisory Committee agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within 5 days after the receipt of the request. Changes made to the original proposal in the notice shall be subject to the consent of the relevant Shareholder.

Where the Supervisory Committee fails to give a relevant notice within the designated period, it shall be deemed that the Supervisory Committee fails to convene and preside over the shareholders' meeting. Shareholder(s) holding for consecutive 90 days individually or collectively 10% or more of the voting rights of the Company (on a one vote per share basis and, for the avoidance of doubt, the Shares of the Company that have been repurchased but have not been transferred or cancelled shall have no voting right) may convene and preside over the meeting by himself/themselves.

When the Company convenes and decides to convene a Shareholders' meeting, the shareholder(s) individually or in aggregate holding more than 1% of the shares of the Company shall have the right to propose additional proposals in a manner stipulated in the Articles of Association.

The Board of Directors, the Supervisory Committee, and shareholder(s) individually or jointly holding more than 1% of the Shares of the Company shall have the right to submit proposals to the Company for a Shareholders' meeting of the Company.

The Shareholder(s) individually or jointly holding more than 1% of the Shares of the Company may proposed an interim proposal in writing to the convener of a Shareholders' meeting in writing 10 days prior to the meeting. The convener shall issue a supplementary notice of the shareholders' meeting and announce the contents of such interim proposal within 2 days after receipt thereof and submit the same to the Shareholders' meeting for consideration, provided that

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the interim proposal may not violate laws, administrative regulations or the provisions of the Articles of Association, or fall within the scope of authority of the Shareholders’ meeting. For the issuance of the supplemental notice of the Shareholders’ meeting, if there are special provisions under the securities regulatory rules of the place where the Shares of the Company are listed, such provisions shall prevail, provided that the Company Law and the Guidelines on the Bylaws of Listed Companies and other applicable laws and regulations of PRC are not violated. If the Shareholders’ meeting shall be postponed due to the issuance of a supplemental notice of the Shareholders’ meeting in accordance with the securities regulatory rules of the place where the Shares of the Company are [REDACTED], the convening of the Shareholders’ meeting shall be postponed pursuant to the provisions of the securities regulatory rules of the place where the Shares of the Company are [REDACTED].

Except as provided by the preceding paragraph, the convener of a Shareholders’ meeting shall not amend the proposed resolutions set out in the notice of the meeting or add any new proposed resolutions subsequent to the issue of the notice of the shareholders’ meeting.

Proposals which are not specified in the notice of the Shareholders’ meeting or which do not comply with the Articles of Association shall not be voted and resolved at the Shareholders’ meeting.

The convener shall notify all Shareholders at least 20 days prior to the annual general meeting, and at least 15 days prior to an extraordinary general meeting. Where laws, regulations, or Listing Rules provide otherwise, such provisions shall prevail. When calculating the commencement period, the date of the meeting shall exclude the day of the meeting but include the day on which the notice is issued.

The resolutions of the Shareholders’ meeting shall include ordinary resolutions and special resolutions. Ordinary resolutions of the Shareholders’ meeting shall be adopted by Shareholders present at the meeting (including proxies) holding more than half of the voting rights. Special resolutions of the Shareholders’ meeting shall be adopted by Shareholders present at the meeting (including proxies) holding at least two-thirds of the voting rights.

The following matters shall be adopted by ordinary resolution at the Shareholders’ meeting:

- (1) the work report of the Board of Directors and the Supervisory Committee;
- (2) the proposals for profit distribution and recovery of losses formulated by the Board of Directors;
- (3) the appointment and removal of the members of the Board of Directors and the Supervisory Committee and their remuneration and the payment method thereof;
- (4) the annual report of the Company;
- (5) appointment or dismissal of accounting firms by the Company, as well as the audit fees of accounting firms;
- (6) matters other than those required by laws, administrative regulations, or the Articles of Association to be adopted by a special resolution.

The following matters shall be adopted by special resolution at the Shareholders’ meeting:

- (1) the increase or reduction in the Company’s registered capital;
- (2) the merger, division, dissolution, liquidation of the Company;

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- (3) the amendments to the Articles of Association;
- (4) the Company’s purchase or disposal of major assets or providing any security for others within 12 months in an amount exceeding 30% of the latest audited total assets of the Company;
- (5) equity incentive plans;
- (6) other matters required by laws, administrative regulations, the Listing Rules or the Articles of Association, or resolved at a Shareholders’ meeting, by an ordinary resolution, to be of a nature that may have a material impact on the Company and should be adopted by special resolution.

When a shareholder (including his/her/its proxy(ies)) exercises voting rights based on the number of shares carrying voting rights that he/she/it represents, there shall be one vote for each share. During the poll, shareholders (including their proxies) entitled to two or more votes shall not be required to cast all their votes for, against or abstention in the same way.

Where the resolutions of the Shareholders’ meeting and the Board of Directors violate the laws and administrative regulations, the Shareholders shall have the right to request the people’s court to hold it invalid.

Where the convening procedures and voting methods of the Shareholders’ meeting or the Board meeting violate laws, administrative regulations or the Articles of Association, or the resolutions violate the Articles of Association, the Shareholders shall have the right to request the people’s court to revoke the resolutions within 60 days from the date of adoption of the resolutions, except where the procedures for convening a meeting of the Shareholders’ meeting or the Board meeting or the voting method only has some minor defects, which produces no substantial effect on the resolution.

TRANSFER OF SHARES

Shares of the Company issued prior to the public issue of Shares shall not be transferred within one year of the date on which the Shares of Company are [REDACTED] on the Hong Kong Stock Exchange.

Directors, Supervisors and the senior management of the Company shall declare to the Company their shareholdings in the Company and changes in such shareholdings. During their terms of office as determined when they assume the posts, they may transfer no more than 25% of their total shareholdings in the Company each year; they shall not transfer shares held by them within one year from the date on which the Shares of the Company are [REDACTED] and [REDACTED]. The aforesaid persons shall not transfer the shares of the Company held by them within half a year after they leave office.

Where the Shares are pledged within the time limit for restricted transfer as provided for by laws and administrative regulations, the pledgee may not exercise the pledge right within such restricted period.

Where the Shareholders holding more than 5% of the Shares of the Company (except for the recognized clearing house under restriction provisions in effect from time to time under Hong Kong law and its agents), Directors, Supervisors, and senior management personnel disposes domestic shares or other equity securities in the Company within 6 months after purchase, or repurchase such securities within 6 months after disposal, any profits derived therefrom shall belong to the Company and shall be revoked by the Board of Directors. However, the disposals by securities firms holding more than 5% of the Shares in the Company due to purchasing unsold shares after [REDACTED] and other circumstances stipulated by the CSRC shall not be subject to the restriction.

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The Shares or other equity securities held by any Director, Supervisor, senior management and natural person Shareholder referred to in the preceding paragraph shall include the Shares or other equity securities held by their spouses, parents and children, and those held through others' accounts. Where the Board of Directors of the Company fails to comply with the above paragraph of this Article, the Shareholders are entitled to request the Board of Directors to do so within 30 days. Where the Board of Directors of the Company fails to comply within the aforesaid period, the Shareholders are entitled to initiate litigation directly in the people's court in their own names for the interest of the Company. Where the Board of Directors fails to implement the provisions set forth in this Article, the responsible Directors shall bear joint and several liability in accordance with law.

POWER OF THE COMPANY TO PURCHASE ITS OWN SHARES

The Company may repurchase its own Shares in accordance with laws, administrative regulations, departmental rules, and the Articles of Association in the following circumstances:

- (1) the Company decreases its registered capital;
- (2) the Company merges with other companies holding Shares in the Company;
- (3) the Shares of the Company are used for employee share ownership plan or equity incentives;
- (4) Shareholders object to resolutions passed at Shareholders' meetings regarding the merger or division of the Company and request the company to repurchase their shares;
- (5) the Shares of the Company are converted into corporate bonds issued by the Company that are convertible into the Shares of the Company; and
- (6) it is necessary for maintaining the corporate value and Shareholders' equity of the Company.

POWER OF ANY SUBSIDIARY OF THE COMPANY TO OWN SHARES IN ITS PARENT

The Articles of Association contain no provisions regarding a subsidiary holding shares in its parent company.

DIVIDENDS AND OTHER METHODS OF DISTRIBUTION

The Company may distribute dividends in the form of cash, stock, or a combination of cash and stock, and may make interim distributions.

SHAREHOLDER PROXIES

Shareholders may appoint proxies to attend Shareholders' meetings on his/her behalf. Proxies shall submit a power of attorney for Shareholders to the Company and exercise voting rights within the scope of authorization. The power of attorney issued by a Shareholder for authorizing another person to attend the Shareholders' meeting shall include the following details:

- (1) the name of the Shareholders and the class and number of Shares of the Company held;
- (2) the name of the proxy;
- (3) Specific instructions from Shareholders, including instructions to vote in favor of, against, or abstain on each item on the agenda of the Shareholders' meeting;

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- (4) the issuance date and valid period of the power of attorney
- (5) the signature (or seal) of the Shareholder. For corporate Shareholders, the corporate seal shall be affixed.

The proxy form shall be lodged with the domicile of the Company or at such other place as specified in the notice convening the meeting at least 24 hours prior to the commencement of the relevant meeting for which the authorization is granted, or at least 24 hours prior to the designated voting time.

The power of attorney shall indicate whether the Shareholder’s proxy can vote according to his own will if the Shareholder does not give specific instructions.

CALLS ON SHARES AND FORFEITURE OF SHARES

The Articles of Association contain no provisions regarding the calls on Shares or the forfeiture of Shares.

INSPECTION OF REGISTER OF SHAREHOLDERS

The Company shall create a register of Shareholders, which shall be sufficient evidence to prove that the shareholdings in the Company of Shareholders. A Shareholder shall enjoy rights and assume obligations according to the class of Shares held by him; Shareholders who holds Shares of the same class shall enjoy the same rights and assume the same obligations. Our Company shall keep a copy of the register of the holders of the overseas listed foreign Shares at our residential address. The overseas entrusted agency shall at all times maintain consistency between the original and copy of the register of the holders of the overseas listed foreign Shares. Any Shareholder who is registered in the, or any person who requests to have his/her name added into the register of Shareholders, may (if his/her share certificates (the “**original certificates**”) are lost) apply to the Company for replacement of share certificates in respect of such shares (the “**relevant shares**”). If a holder of overseas listed foreign shares loses his/her share certificates and applies for replacement, it may be dealt with in accordance with governing laws, the rules of the stock exchange or other relevant regulations of the place where the original register of holders of overseas listed foreign shares is deposited.

RIGHTS OF THE MINORITIES IN RELATION TO FRAUD OR OPPRESSION THEREOF

The Controlling Shareholder(s) and de facto controller(s) of the Company shall not exploit their connected relationships to damage the interest of the Company. If violations cause losses to the Company, they shall bear liability for compensation.

The Controlling Shareholder(s) and de facto controller(s) of the Company shall perform fiduciary duty to the Company and other Shareholders thereof. The Controlling Shareholder(s) shall exercise the rights in the capacity of capital contributors in strict accordance with laws, shall not damage the legitimate rights and interests of the Company and other Shareholders by such means as profit distribution, asset restructuring, external investment, fund appropriation, loan and guarantee and shall not abuse their controlling status to damage the interests of the Company and other Shareholders.

QUORUM FOR SHAREHOLDERS’ MEETINGS

The Articles of Association contains no provision regarding a quorum for shareholders’ meetings.

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PROCEDURES ON LIQUIDATION

The Company may be dissolved for the following reasons:

- (1) the term of operation stipulated in the Articles of Association has expired or circumstances for dissolution specified in the Articles of Association arises;
- (2) a resolution for dissolution is passed at a Shareholders’ meeting;
- (3) merger or division of the Company entails dissolution;
- (4) the business license is revoked or the Company is ordered to close down or be deregistered according to the law;
- (5) Where the Company encounters severe operational difficulties and its continued existence would cause substantial losses to shareholders’ interests, and such difficulties cannot be resolved through other means, Shareholders holding more than 10% of the total voting rights of the Company may petition the People’s Court for the dissolution of the Company.

Where the Company has any cause for dissolution specified in the preceding paragraphs, it shall make public the cause of dissolution through the National Enterprise Credit Information Publicity System within 10 days.

The liquidation committee shall notify creditors within 10 days after its establishment and within 60 days make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System. The creditors shall declare their rights to the liquidation committee within 30 days after receipt of the notice or within 45 days after the announcement if the creditors have not received the notice.

When declaring the claims, the creditors shall explain matters relating to their rights and provide relevant evidential documents. The liquidation committee shall register the creditor’s rights.

During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.

After the liquidation committee has sorted out the assets of the Company and prepared a balance sheet and an inventory of property, it shall formulate a liquidation plan and submit the same to the Shareholders’ meeting or the people’s court for confirmation.

The Company shall, according to the proportion of the Shares held by the Shareholders, distribute the properties of the Company remaining after payment of the liquidation expenses, employees’ salaries, social insurance expenses and statutory compensations, outstanding taxes, and the Company’s debts.

The Company shall subsist in the course of liquidation but shall not conduct any business operations unrelated to liquidation. Before liquidation as specified in the preceding paragraphs, the properties of the Company shall not be distributed to Shareholders.

Upon liquidation of the Company’s properties and the preparation of the balance sheet and inventory of assets, if the liquidation committee becomes aware that the Company does not have sufficient assets to meet its liabilities, it shall apply to the people’s court for a declaration for bankruptcy according to laws.

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After the people’s court accepts the petition for bankruptcy, the liquidation committee shall refer the liquidation matters to the bankruptcy administrator designated by the people’s court.

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

OTHER PROVISIONS MATERIAL TO THE COMPANY OR ITS SHAREHOLDERS

General Provisions

The Company is a joint stock limited company with perpetual existence.

The Shareholders are responsible for the Company to the extent of the Shares subscribed by them, and the Company is responsible for the debts of the Company with all its assets.

The Articles of Association shall, from the date on which they take effect, be the legally binding document that governs the organization and activities of the Company and the rights and obligations between the Company and its Shareholders and among the Shareholders, and shall be legally binding on the Company, the Shareholders, the Directors, the Supervisors and senior management personnel. Pursuant to the Articles of Association, a Shareholder may bring a lawsuit against other Shareholders, the Directors, Supervisors or senior management personnel of the Company; a Shareholder may bring a lawsuit against the Company, and the Company may bring a lawsuit against its Shareholders, Directors, Supervisors or senior management personnel.

Reserve funds

When distributing the after-tax profits of the current year, the Company shall set aside 10% of the profits for its statutory reserve fund. If the aggregate balance of the statutory reserve fund of the Company has already accounted for over 50% of the registered capital of the Company, further appropriation may not be necessary.

If the statutory reserve fund of the Company is insufficient to make up for the losses of previous years, the profits of the current year shall be used to make up for the losses before making allocations to the statutory reserve fund in accordance with the provisions of the preceding paragraph.

After the Company has made allocations to the statutory reserve fund from its after-tax profits, it may also make allocations to the discretionary reserve fund from the after-tax profits upon a resolution of the Shareholders’ meeting.

The after-tax profits of the Company remaining after losses have been covered and allocations to the statutory reserve funds have been made shall be distributed to the Shareholders in proportion to their respective shareholdings.

Compliance adviser

The Company shall appoint a compliance adviser on a permanent basis starting from the date on which H shares are [REDACTED] on the Hong Kong Stock Exchange. The Directors shall promptly and continuously consult with and, if necessary, seek advice from the compliance adviser in the following circumstances:

- (1) before publication of any regulatory announcement, circular or financial report by the Company;

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- (2) where a transaction, which may be a notifiable or connected transaction (as defined in the Listing Rules), is contemplated by the Company, including share issuances and share repurchases;
- (3) where the Company proposes to use the [REDACTED] of its [REDACTED] in a manner different from that detailed in the [REDACTED] document in respect of such [REDACTED], or where the business activities, developments or results of the Company deviate from any forecast, estimate or other information set out in such [REDACTED] document;
- (4) where the Hong Kong Stock Exchange makes an inquiry to the Company pursuant to the Listing Rules; and
- (5) other matters for which compliance consultants are required to be consulted under the Listing Rules.

The Company and the Directors shall also consult with, and if necessary, seek advice from the Compliance Adviser, on a timely and on-going basis regarding the circumstances set out in Rule 3A.23 of the Listing Rules and any of the following related matters:

- (1) the weighted voting rights structure of the Company;
- (2) transactions in which holders of Class A Ordinary Shares have an interest;
- (3) where a potential conflict of interest may exist between the Company, its subsidiaries and/or the Shareholders (taken as a group) as one party, and any holder of Class A Ordinary Shares as the other party; and
- (4) other matters where the Listing Rules require consultation with the compliance advisor.

Communication with Shareholders

The Company shall comply with the provisions of Appendix C1 to the Listing Rules regarding engagement with the Shareholders of the Company.

The Company shall include the phrase “a company controlled through weighted voting rights” or such language as prescribed by the Hong Kong Stock Exchange from time to time on the front page of all of its [REDACTED] documents, periodic financial reports, circulars, notices and announcements as required by the Listing Rules, and prominently describe its weighted voting rights structure, the rationale of adopting such structure and the associated risks for the Shareholders in its [REDACTED] documents and periodic financial reports. Such statement shall inform prospective [REDACTED] of the potential risks of [REDACTED] in the Company and advise that they should make [REDACTED] decision only after due and careful consideration.

The Company shall, in its [REDACTED] documents and its interim and annual reports:

- (1) identify the holders of Class A Shares (and, where the holder is a founder holding company, the founder who holds and controls such company);
- (2) disclose the impact of a potential conversion of Class A Shares into Class B Shares on its share capital; and
- (3) disclose all circumstances in which the weighted voting rights attached to the Class A Shares will cease.