

## APPENDIX V

## SUMMARY OF ARTICLES OF ASSOCIATION

This Appendix contains a summary of the principal provisions of the Articles of Association adopted by the Company on [●], 2023, which will become effective on the date on which the H Shares are [REDACTED] on the Hong Kong Stock Exchange. The main purpose of this Appendix is to provide potential [REDACTED] with an overview of the Articles of Association of the Company, and therefore it may not contain all the information that is important for potential [REDACTED].

### SHARES AND REGISTERED CAPITAL

Shares of the Company shall take the form of share certificates. The shares issued by the Company shall be denominated in RMB. The par value per share is RMB1.00.

The Company shall issue shares in an open, fair and just manner, and each share of the same class shall have the same rights.

Shares of the same class issued at the same time shall be issued on the same conditions and at the same price. Any entity or individual shall pay the same price for each of the shares for which it or he or she subscribes for.

### INCREASE, DECREASE AND REPURCHASE OF SHARES

#### Capital Increase

The Company may, based on its business and development needs and in accordance with the laws, regulations, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association, increase its capital in the following ways, subject to separate resolutions of the shareholders’ general meeting:

1. public offering of shares;
2. non-public issuance of shares;
3. distributing bonus shares to its existing shareholders;
4. conversion of capital reserve into share capital;
5. other means as stipulated by laws and regulations, or as approved by securities regulatory rules of the place where the Company’s shares are [REDACTED] and the CSRC.

#### Capital Reduction

The Company may reduce its registered capital. When the Company needs to reduce its registered capital, it shall comply with the procedures stipulated in the Company Law, the Hong Kong Listing Rules and other relevant regulations and the Articles of Association.

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### Shares Repurchase

The Company shall not buy back its shares, except in one of the following circumstances:

1. reducing the registered capital of the Company;
2. merging with another company that holds shares in the Company;
3. using shares for employee stock ownership plan or equity incentives;
4. shareholders who object to resolutions of the general meeting on merger or division of the Company requesting the Company to buy back their shares;
5. using the shares for conversion of corporate bonds issued by the Company which are convertible into shares;
6. where it is necessary for the Company to preserve its value and shareholders' interest.

The Company may repurchase its shares through public centralised trading or other methods recognised by laws, administrative regulations and the CSRC, and shall comply with applicable laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are [REDACTED].

Where the Company repurchases its shares under the circumstances set out in items 1 and 2 above, a resolution shall be passed at the general meeting of the Company. Where the Company repurchases its shares under the circumstances set out in items 3, 5 and 6 above, a resolution may be passed at a Board meeting attended by more than two-thirds of the directors in accordance with the provisions of the Articles of Association or as authorised by the general meeting. Where the securities regulatory rules of the place where the shares of the Company are [REDACTED] provide otherwise, such provisions shall prevail, provided that such provisions are not in violation of the Company Law, the Securities Law, the Trial Administrative Measures and the Guidelines for the Articles of Association of Listed Companies.

Where the Company repurchases its shares under the circumstances set out in item 1 above, such shares shall be cancelled within 10 days from the date of repurchase; where the Company repurchases its shares under the circumstances set out in items 2 and 4, such shares shall be transferred or cancelled within six months; where the Company repurchases its shares under the circumstances set out in items 3, 5 and 6, the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and such shares shall be transferred or cancelled within three years.

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### **Transfer of Shares**

Shares of the Company held by the promoters shall not be transferred within one year from the date of establishment of the Company. Shares issued by the Company prior to the public offering of shares shall not be transferred within one year from the date on which the Company's shares are [REDACTED] and traded on the stock exchange(s).

Directors, Supervisors and senior management of the Company shall declare to the Company their holdings of shares (including preferred shares) in the Company and any changes thereof, and shall not transfer more than 25% of the total number of shares of same class of the Company held by them each year during their terms of office; the shares of the Company held by them shall not be transferred within one year from the date on which the shares of the Company are [REDACTED] and [REDACTED]. The above personnel shall not transfer the shares of the Company held by them within half a year after they leave the Company.

If the Company's shareholders holding 5% or above shares of the Company (excluding the recognized clearing houses or their agents as defined in the relevant ordinances in force under the laws of Hong Kong from time to time), Directors, Supervisors, senior management officers sell shares or other securities with an equity nature within six months after buying the same or buy shares or securities within six months after selling the same, the earnings arising therefrom shall belong to the Company and the Company's Board shall recover such earnings. However, the restriction shall not be applicable to any sale of shares by a securities company holding 5% or above of the Company's shares as a result of its purchase and underwriting of the untaken shares after offering and other circumstances stipulated by the CSRC.

The shares or other securities with an equity nature held by Directors, Supervisors, senior management officers and natural person shareholders referred to in the preceding paragraph include the shares or other securities with an equity nature held by their spouses, parents, children, and any of the above which is held by using others' accounts.

If the Company's Board does not comply with the provision of the first paragraph of this Article, the shareholders can request the Board to do so within 30 days. If the Company's Board does not enforce such right within the aforesaid period, the shareholders are entitled to commence litigations in the people's court in their own names for the interests of the Company.

If the Company's Board does not enforce the provision of the first paragraph of this Article, the responsible Directors shall bear joint and several liabilities in accordance with the laws.

### **REGISTER OF MEMBERS**

The Company shall establish a register of members in accordance with the evidence provided by the securities registration authority and with reference to the laws, administrative regulations, departmental rules and the Hong Kong Listing Rules. The register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company.

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The Company shall enter into a share custody agreement with the securities registration authority, regularly enquire the information of substantial shareholders and the changes in shareholdings (including pledge of equity interests) of substantial shareholders, and keep abreast of the shareholding structure of the Company. The original of register of holders of H Shares shall be maintained in Hong Kong and made available for inspection by shareholders. However, the Company may suspend registration of shareholders (if necessary) in accordance with applicable laws and regulations and the securities regulatory rules of the place where the Company's shares are [REDACTED].

When the Company convenes the general meeting, pays dividends, goes into liquidation or is involved in other actions that require the confirmation of shareholders' identity, the Board or the convenor of the general meeting shall fix a date as the equity registration date, upon expiration of which the shareholders whose names appear on the register of members shall be the shareholders entitled to relevant rights and interests.

### RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

Shareholders of the Company shall enjoy the following rights:

1. to receive dividends and other distributions in proportion to the number of shares held;
2. to request, summon, preside over, attend or appoint a proxy to attend shareholders' general meetings in accordance with the laws, and to exercise the corresponding voting rights (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 a particular matter);
3. to supervise the operation of the Company, making suggestions or enquiries;
4. to transfer, give or pledge the shares held by them in accordance with the laws, administrative regulations and the Articles of Association;
5. to review the Articles of Association, the register of members (including the register of holders of H Shares), counterfoils of corporate bonds, minutes of general meetings, resolutions of the Board meetings, resolutions of the Board of Supervisors meetings and financial and accounting reports;
6. in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in proportion to the number of shares held;
7. to request the Company to buy back the shares of shareholders objecting to resolutions of the general meeting concerning merger or division of the Company;

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8. other rights stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are [REDACTED] or the Articles of Association.

Shareholders of the Company shall assume the following obligations:

1. to abide by laws, administrative regulations and the Articles of Association;
2. to pay subscription monies according to the number of shares subscribed and the method of subscription;
3. not to make divestment unless in the circumstances stipulated by laws and regulations;
4. not to abuse the rights of shareholders to damage the interests of the Company or that of other shareholders; not to abuse the independent status of the Company as a legal person and the limited liability of shareholders to damage the interests of the creditors of the Company;
5. other obligations imposed by laws, administrative regulations and the Articles of Association.

Shareholders of the Company who abuse their shareholders' rights and cause losses to the Company or other shareholders shall be liable for compensation in accordance with the law. Shareholders of the Company who abuse the independent status of the Company as a legal person and the limited liability of shareholders to evade debts and seriously damage the interests of the creditors of the Company shall bear joint and several liabilities for the debts of the Company.

### RESTRICTIONS ON RIGHTS OF THE CONTROLLING SHAREHOLDERS

The controlling shareholders and de facto controllers of the Company shall not use their connected relations to damage the interests of the Company. If the violation causes losses to the Company, it shall be liable for compensation.

The controlling shareholders and de facto controllers of the Company shall have fiduciary duties towards the Company and its public shareholders. The controlling shareholder shall exercise its rights as a capital contributor in strict compliance with the laws. The controlling shareholder shall not damage the legitimate rights and interests of the Company and public shareholders by means of profit distribution, asset restructuring, external investment, fund appropriation, loan guarantee, etc., and shall not use its controlling status to damage the interests of the Company and public shareholders.

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### GENERAL MEETING

#### General Provisions of General Meetings

The shareholders' general meeting is the organ of authority of the Company and shall exercise the following functions and powers:

1. to decide on the Company's business policies and investment plans;
2. to elect and replace Directors and Supervisors who are not employee representatives and to decide on matters relating to the remuneration of Directors and Supervisors;
3. to consider and approve the reports of the Board;
4. To consider and approve the reports of the Board of Supervisors;
5. to consider and approve the annual financial budgets and final accounts of the Company;
6. to consider and approve the Company's profit distribution plans and loss recovery plans;
7. to resolve on the increase or reduction of the registered capital of the Company;
8. to resolve on the issue of corporate bonds;
9. to resolve on the merger, division, dissolution, liquidation or change of corporate form of the Company;
10. amendments to the Articles of Association;
11. to resolve on the appointment and dismissal of the accounting firm of the Company;
12. to consider and approve the guarantee matters stipulated in the Articles of Association;
13. to consider the purchase or disposal of material assets within one year with an amount exceeding 30% of the latest audited total assets of the Company;
14. to consider and approve the change in [REDACTED];
15. to consider share incentive schemes and employee share ownership schemes;

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16. to consider other matters required by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are [REDACTED] or the Articles of Association to be decided by the general meeting.

The above-mentioned powers of general meeting shall not be exercised by the Board or other institutions or individuals by way of authorization. In addition to the above matters, the general meeting may authorise or entrust the Board and/or its authorised persons to handle the matters authorised or entrusted by it without violating the laws and regulations and the mandatory provisions of the relevant laws, regulations and regulatory rules of the place where the Company's shares are [REDACTED].

General meetings are divided into annual general meetings and extraordinary general meetings. The annual general meeting shall be convened once a year within six months after the end of the previous accounting year.

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

1. the number of Directors is less than the number stipulated in the Company Law or less than two-thirds of the number specified in the Articles of Association;
2. when the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;
3. when shareholders individually or jointly holding 10% or more of the Company's shares so request;
4. when deemed necessary by the Board;
5. when proposed by the Board of Supervisors;
6. other circumstances stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are [REDACTED] or the Articles of Association.

### Summoning of General Meetings

The independent non-executive Directors are entitled to propose to the Board to convene an extraordinary general meeting, and shall put forward its proposal to the Board in writing. For the proposal put forward by the independent non-executive Directors to request to convene an extraordinary general meeting, the Board shall, in accordance with the laws, the securities regulatory rules of the place where the Company's shares are [REDACTED] and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within 10 days after receiving the proposal from the independent non-executive Directors.

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If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after the resolution of the Board is passed. If the Board does not agree to convene the extraordinary general meeting, it shall explain the reasons in writing and make an announcement accordingly.

The Board of Supervisors shall have the right to propose to the Board to convene an extraordinary general meeting, and such proposal shall be made in writing. The Board shall, in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are [REDACTED] and the Articles of Association, give a written reply on whether to convene the extraordinary general meeting or not within 10 days after receipt of the proposal.

If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after the resolution of the Board is passed. Any changes to the original proposal made in the notice shall be approved by the Board of Supervisors.

If the Board does not agree to convene the extraordinary general meeting or fails to give a reply within 10 days after receiving the proposal, the Board shall be deemed to be unable or fail to perform the duty of convening the general meeting, and the Board of Supervisors may summon and preside over the meeting on its own.

Shareholders individually or jointly holding 10% or more of the Company's shares shall have the right to request the Board of Directors in writing to convene an extraordinary general meeting. The Board shall, in accordance with the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are [REDACTED] and the Articles of Association, give a written reply on whether to convene the extraordinary general meeting or not within 10 days after receipt of the proposal.

If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after the resolution of the Board is passed. Any change to the original request made in the notice shall be subject to the consent of the relevant shareholders. If there are other provisions under laws, administrative regulations, departmental rules or securities regulatory rules of the place where the Company's shares are [REDACTED], such provisions shall prevail.

If the Board does not agree to convene an extraordinary general meeting or does not reply within 10 days upon receipt of the proposal, the shareholders individually or jointly holding more than 10% of the Company's shares shall have the right to propose to the Board of Supervisors to convene an extraordinary general meeting, and such proposal shall be made in writing.

If the Board of Supervisors agrees to convene the extraordinary general meeting, it shall issue a notice of general meeting within five days upon receipt of the request. Any changes to the original request in the notice shall be approved by the relevant shareholders.



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If the Board of Supervisors fails to issue the notice of the general meeting within the prescribed period, it shall be deemed that the Board of Supervisors will not convene and preside over the general meeting, and shareholders individually or jointly holding 10% or more of the Company's shares for more than 90 consecutive days may summon and preside over the meeting by themselves.

### **Proposals at General Meetings**

When the Company convenes a general meeting, the Board, the Board of Supervisors and shareholders individually or jointly holding more than 3% of the Company's shares shall have the right to submit proposals to the Company.

Shareholders individually or jointly holding 3% or more of the Company's shares may submit provisional proposals in writing to the convener 10 days before a general meeting is convened. The convener shall issue a supplementary notice of the general meeting within two days upon receipt of the proposal to announce the contents of the provisional proposal, and shall submit it to the general meeting for consideration. The contents of the provisional proposal shall fall within the scope of power of the general meeting, and the subject issues for discussion and the specific matters to be resolved shall be clearly stated therein.

Except as provided in the preceding paragraph, the convener shall not amend the proposals set out in the notice of the general meeting or add any new proposals after issuing the notice of the general meeting.

### **Notice of General Meetings**

The convener shall notify all shareholders by way of announcement 20 clear business days before the annual general meeting and shall notify all shareholders by way of announcement 10 clear business days or 15 days (whichever is longer) before the extraordinary general meeting.

### **Convening of General Meetings**

All ordinary shareholders registered on the record date or their proxies are entitled to attend the general meeting. They shall exercise their voting rights in accordance with the relevant laws, regulations and the Articles of Association.

Individual shareholders who attend the meeting in person shall produce their identity cards or other effective document or proof of identity and stock account cards. Proxies of individual shareholders shall produce their valid identity cards and the power of attorney of the shareholder.

Shareholder that is a legal person may be represented at the meeting by its legal representative or a proxy appointed by it. If a legal representative attends the meeting, he/she should produce his/her identity card and valid proof that he/she is a legal representative; if a proxy attends the meeting, the proxy should produce his/her identity card and documents

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proving that he/she has been appointed by such legal person (unless a shareholder is a recognised clearing house as defined in the relevant ordinances in force from time to time under the laws of Hong Kong or the securities regulatory rules of the place where the shares of the Company are [REDACTED] or its nominee (hereinafter referred to as a "Recognised Clearing House"))).

If the shareholder is a Recognised Clearing House, the Recognised Clearing House may authorize one or more persons as it thinks fit to act as its representative (s) at any shareholders' general meeting or any creditors' meeting; however, if more than one person are so authorised, the power of attorney shall specify the number and class of shares in respect of which each such person is authorised, and the power of attorney shall be signed by the authorised person of the Recognised Clearing House. The person so authorised may attend the meeting on behalf of the Recognized Clearing House (without being required to present share certificate, notarized authorization and/or further evidence to prove that he/she is duly authorised) to exercise the rights as if he/she was an individual shareholder of the Company (and was entitled to the same legal rights as other shareholders, including the rights to speak and vote).

The proxy form shall contain a statement that whether in the absence of instructions from the shareholder the proxy may vote as he/she thinks fit.

If the proxy form is signed by a person authorised by the principal, the power of attorney or other authorization documents shall be notarized. The instrument appointing a proxy, the notarized power of attorney or other authorization documents shall be placed at the domicile of the Company or at such other place as specified in the notice convening the meeting.

If the principal is a legal person, its legal representative or such person as is authorised by resolution of its board of directors or other governing body to act as its representative may attend the general meeting of the Company.

### **Resolutions of General Meetings**

Resolutions of the general meeting are divided into ordinary resolutions and special resolutions.

Ordinary resolutions shall be passed by votes representing more than half of the voting rights represented by the shareholders (including proxies) present at the meeting.

A special resolution shall be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.

The following matters shall be approved by ordinary resolutions at a general meeting:

1. work reports of the Board and the Board of Supervisors;
2. profit distribution plans and loss recovery plans formulated by the Board;

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3. appointment and removal of members of the Board and the Board of Supervisors, their remuneration and method of payment;
4. annual budgets and final accounts of the Company;
5. annual reports of the Company;
6. the engagement and dismissal of accounting firms by the Company;
7. matters other than those required by the laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are [REDACTED] or the Articles of Association to be approved by special resolution.

The following matters shall be approved by special resolutions at a general meeting:

1. increase or reduction of the registered capital, issuance of shares, warrants and other similar securities of any kind of the Company;
2. resolution on the issuance of corporate bonds or other securities and listing plans;
3. division, spin-off, merger, dissolution and liquidation or change of the form of the Company;
4. amendments to the Articles of Association;
5. purchase or disposal of material assets or provision of guarantee by the Company within 12 consecutive months with an amount exceeding 30% of the latest audited total assets of the Company;
6. share incentive scheme;
7. other matters stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are [REDACTED] or the Articles of Association, and other matters considered by the general meeting, by way of ordinary resolution, to have a material impact on the Company and need to be approved by special resolution.

### DIRECTORS AND BOARD OF DIRECTORS

#### Directors

Directors shall be elected or replaced by the shareholders' general meeting, and may be removed by the shareholders' general meeting before the expiry of their terms of office. The term of office of the Directors shall be three years, and they may be re-elected and re-appointed.

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The term of office of the Directors shall commence from the date of their appointment until the expiry of the term of the current session of the Board. If the term of office of a director expires but re-election is not made responsively, the said director shall continue fulfilling the duties as director pursuant to laws, administrative regulations, departmental rules and the Articles of Association until a new director is elected.

### **The Board**

The Company shall have a board of directors which shall be accountable to the general meeting. The Board shall consist of 11 Directors, including one chairman and does not include any vice chairman. The number of independent non-executive Directors shall not be less than three and shall represent more than one-third of the total number of Directors at any time.

The Board shall exercise the following powers:

1. to summon general meetings and report its work to the general meetings;
2. to implement the resolutions of the general meeting;
3. to decide on the Company's business plans and investment plans;
4. to formulate the Company's annual financial budgets and final accounts;
5. to formulate the Company's profit distribution plans and loss recovery plans;
6. to formulate proposals for the increase or reduction of the Company's registered capital, the issue of shares, bonds or other securities and listing plans;
7. to formulate plans for material acquisitions, purchase of shares of the Company or merger, division, dissolution and change of corporate form of the Company;
8. to decide on the Company's external investment, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted financial management, connected transactions, external donations and other matters within the scope authorised by the general meeting;
9. to decide on the establishment of the Company's internal management structure and on the establishment or withdrawal of branches or representative offices of the Company;
10. to decide on the appointment or dismissal of the Company's general manager, secretary to the Board, and decide on their remuneration, rewards and punishments; to decide on the appointment or dismissal of the Company's deputy general manager, chief financial officer and other senior management based on the nomination of the general manager, and decide on their remuneration, rewards and punishments;

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11. to formulate the basic management system of the Company;
12. to formulate proposals for any amendment to the Articles of Association;
13. to manage the information disclosure of the Company;
14. to propose to the general meeting the appointment or replacement of the accounting firm that provides audit service of annual financial statements to the Company;
15. to listen to the work report of the general manager of the Company and inspect the work of the general manager;
16. to decide on the establishment of special committees of the Board and their composition;
17. to consider the acquisition of the Company's shares in accordance with the circumstances set forth in Article 24, Paragraph 1 (c), (e) and (f) of the Articles of Association;
18. other functions and powers conferred by laws, regulations, the listing rules of the stock exchange in the place where the Company's shares are [REDACTED], the general meeting or the Articles of Association.

Matters beyond the scope of authorization of the general meeting shall be submitted to the general meeting for consideration.

### GENERAL MANAGER

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

1. to be in charge of the production, operation and management of the Company, organise the implementation of the resolutions of the Board and report to the Board;
2. to organise the implementation of the Company's annual business plan and investment plan;
3. to draft plans for the establishment of the Company's internal management structure;
4. to draft the basic management system of the Company;
5. to formulate the specific rules and regulations of the Company;
6. to propose to the Board to appoint or dismiss other senior management officers;

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7. to appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board;
8. to exercise other powers conferred by the Articles of Association or the Board.

The general manager is to attend Board meetings.

### **SECRETARY TO THE BOARD**

The Company shall have a secretary to the Board, who shall be responsible for the preparation of the general meetings and Board meetings of the Company, keeping of documents, management of shareholders' information of the Company and handling matters such as information disclosure.

The secretary to the Board shall comply with the relevant provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are [REDACTED] and the Articles of Association.

### **BOARD OF SUPERVISORS**

The Company shall have a Board of Supervisors. The Board of Supervisors shall consist of six Supervisors, including three shareholders' representatives and three staff representatives.

The Board of Supervisors shall have one chairman, and may have vice chairmen. The employee representatives of the Board of Supervisors shall be democratically elected by the Company's employees at the employee representative assembly, employee meeting or otherwise.

The Board of Supervisors shall exercise the following powers in accordance with laws:

1. it shall review the regular reports of the Company prepared by the Board and to provide written review opinions;
2. to examine the financial affairs of the Company;
3. to supervise the performance of duties by Directors and senior management in violation of laws, administrative regulations, the securities regulatory rules of the place where the Company's [REDACTED] are [REDACTED] or the Articles of Association and to propose the removal of Directors and senior management who have violated laws, administrative regulations, the Articles of Association or the resolutions of the shareholders' general meetings;
4. to demand rectification from a Director, general manager or other senior management when the acts of such persons are detrimental to the interests of the Company;

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5. to propose the convening of extraordinary general meetings and to summon and preside over general meetings when the Board fails to perform the duty of summoning and presiding over general meetings under the Company Law;
6. to submit proposals to the general meeting;
7. to initiate proceedings against Directors and senior management in accordance with the relevant laws;
8. to investigate any irregularities identified in the operation of the Company; if necessary, to engage professional institutions such as accounting firms and law firms to assist its work at the expense of the Company;
9. other powers as set out in the laws, administrative regulations or the Articles of Association.

Resolutions of the Board of Supervisors shall be passed by more than half of the Supervisors.

### FINANCIAL AND ACCOUNTING SYSTEM

The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and the requirements of the relevant state authorities.

The annual results reports, annual reports, interim results reports and interim reports of the Company are prepared in accordance with the relevant laws, administrative regulations, the requirements of the CSRC and the stock exchanges where the Company's [REDACTED] are [REDACTED].

### NOTICES

A notice of the Company shall be given in the following manner:

1. by hand;
2. by mail;
3. by electronic means or information carriers such as e-mail, fax;
4. by publishing on the websites designated by the Company and the Hong Kong Stock Exchange, subject to the laws, administrative regulations and the listing rules of the stock exchange where the Company's [REDACTED] are [REDACTED];
5. by way of announcement;

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6. other forms agreed in advance by the Company or the person to be notified or accepted by the person to be notified upon receipt of the notice;
7. other means stipulated by securities regulatory authorities of the place where the Company's [REDACTED] are [REDACTED] or the Articles of Association.

Subject to the securities regulatory rules of the place where the Company's [REDACTED] are [REDACTED] and save as otherwise provided in the Articles of Association, where a notice of the Company is published by way of announcement, the said notice shall be deemed as received by all relevant persons once it is published.

### DISSOLUTION AND LIQUIDATION OF THE COMPANY

The Company shall be dissolved for the following reasons:

1. the term of its operations as is stipulated in the Articles of Association has expired or events of dissolution specified in the Articles of Association have occurred;
2. the shareholders' general meeting resolves to dissolve the Company;
3. dissolution is necessary due to merger or division of the Company;
4. the Company's business licence is revoked, the Company is ordered to close down or be revoked in accordance with the law;
5. Where the Company encounters serious difficulties in its operation and management and its continuous existence will cause significant losses to the interests of shareholders, and such difficulties cannot be resolved through other means, shareholders holding more than 10% of the voting rights of all shareholders of the Company may request the People's Court to dissolve the Company.

Where the Company is dissolved pursuant to items 1, 2, 4 and 5 above, a liquidation committee shall be established and the liquidation shall commence within 15 days after the occurrence of the cause of dissolution. The liquidation committee shall be composed of Directors or persons determined by the shareholders' general meeting. If a liquidation committee is not established within the time limit, the creditors may apply to the People's Court to designate relevant personnel to form a liquidation committee to carry out liquidation.

The liquidation committee shall notify creditors within 10 days from the date of its establishment.

If the liquidation committee discovers that the Company's assets are insufficient to repay its debts after cleaning up the Company's assets and preparing a balance sheet and an inventory of assets, it shall apply to the People's Court for a declaration of insolvency in accordance with the law.



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Upon completion of the liquidation, the liquidation committee shall prepare a liquidation report which shall be submitted to the shareholders' general meeting or the People's Court for confirmation, and shall submit the same to the company registration authority, apply for cancellation of the Company's registration, and publish an announcement on the termination of the Company.

**AMENDMENTS TO THE ARTICLES**

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

1. After the amendments are made to the Company Law or relevant laws, administrative regulations and securities regulatory rules of the place where the [REDACTED] of the Company are [REDACTED], the provisions of the Articles of Association are in conflict with the amended laws, administrative regulations and securities regulatory rules of the place where the [REDACTED] of the Company are [REDACTED];
2. there is a change in the Company's situation, which is inconsistent with the matters recorded in the Articles of Association;
3. the shareholders' general meeting decides to amend the Articles of Association.

The amendments to the Articles of Association adopted by the shareholders' general meeting shall be submitted to the competent authorities for approval if they are subject to approval by the competent authorities. If there is any change relating to the registered particulars of the Company, application shall be made for registration of the changes in accordance with the laws.