

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION OF THE COMPANY

SUMMARY OF THE ARTICLES OF ASSOCIATION

This Appendix contains a summary of the Company’s Articles of Association, the objective of which is to provide [REDACTED] with an overview of our Articles of Association. As the information contained below is in summary form, it does not contain all the information that may be important to [REDACTED].

The Articles of Association and relevant amendments thereto were adopted or ratified by the Shareholders in Shareholders’ general meetings in accordance with applicable laws and regulations, including the PRC Company Law, the Securities Law of the PRC, the Guidance on Articles of Association of Listed Company, the Hong Kong Listing Rules and other relevant regulations, and will become effective on the date that the Company’s H Shares are [REDACTED] on the [REDACTED].

GENERAL PROVISIONS

The Articles of Association regulate our Company’s organization and conduct guidance and is binding on our Company, the Shareholders, Directors, Supervisors and senior management. Subject to no violation of the relevant provisions of the Articles of Association, Shareholders may sue Shareholders; Shareholders may sue the Directors, Supervisors, General Manager and other senior management; Shareholders may sue our Company, and our Company may sue Shareholders, Directors, Supervisors, General Manager or other senior management.

SHARES

Issuance of Shares

The Shares of the Company take the form of share certificates.

The Shares of the Company shall be issued in accordance with the principles of open, fairness and justice, and each share in the same class shall rank *pari passu*. For the same class of shares issued at the same time, each share shall be issued on the same conditions and at the same price. All entities or individuals [REDACTED] for the shares shall pay the same price for each share.

After completing the necessary procedures stipulated in the *Trial Measures* and other relevant laws, laws and normative documents, the Company may [REDACTED] shares to [REDACTED] and [REDACTED].

For the purpose of the preceding paragraph, [REDACTED] shall refer to [REDACTED] from foreign countries and Hong Kong, Macao or Taiwan region who [REDACTED] for [REDACTED] by our Company; [REDACTED] shall refer to [REDACTED] within the territory of the PRC apart from above-mentioned region who [REDACTED] shares issued by our Company.

Increase, Reduction and Repurchase of Shares

Increase of Shares

According to the operation and development needs of the Company, subject to the applicable laws and regulations, the Company may increase the registered capital by the following ways upon approval by separate resolution of the Shareholders’ general meeting:

- i. public issuance of shares;
- ii. non-public issuance of shares;

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- iii. offering of bonus shares to existing shareholders;
- iv. capitalization of common reserve fund;
- v. other means stipulated by laws and administrative regulations or approved by the securities regulatory authority of the place where the Company's shares are [REDACTED] and the Hong Kong Stock Exchange.

Reduction of Shares

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

The Company must prepare a balance sheet and an inventory of assets when it reduces its registered capital.

The Company shall notify its creditors within ten days from the date of the Company's resolution to reduce registered capital being passed and shall publish an announcement in newspapers within thirty days from the date of such resolution being passed. A creditor has the right to require the Company to repay its debts or to provide a corresponding guarantee for such debts within thirty days from the date of receipt of the relevant notice or, in the case of a creditor who did not receive such notice, within forty-five days from the date of the announcement. The Company's registered capital shall not, after the reduction in the registered capital, be less than the minimum amount prescribed by law.

Repurchase of Shares

The Company shall not purchase its shares. However, provided that it does not violate the laws, regulations, the regulations of the securities regulatory authority where the Company's shares are [REDACTED] and the provisions of the *Hong Kong Listing Rules* and these Articles of Association, one of the following circumstances shall apply:

- (a) reducing the Company's registered capital;
- (b) merging with other companies holding our Shares;
- (c) using the Shares as an employee stock ownership plan or equity incentive plan;
- (d) purchasing its Shares from Shareholders who have voted against the resolutions on the merger or division of the Company at a Shareholders' general meeting upon their request;
- (e) use of shares for conversion of convertible corporate bonds issued by the Company;
- (f) necessary for the Company to maintain its value and protect the interests of the shareholders;
or
- (g) other circumstances stipulated by laws, administrative regulations, departmental rules, regulatory documents, regulations of the securities regulatory authorities where the Company's shares are [REDACTED] and the *Hong Kong Listing Rules*.

The Company may repurchase its Shares through open centralized [REDACTED] or other ways recognized by laws, administrative regulations and regulatory documents, *the Hong Kong Listing Rules* and the securities regulatory authorities where the Company's shares are [REDACTED]. If the share purchase is made under any of the circumstances stipulated in (c), (e) or (f) aforementioned, it shall be conducted by way of open centralized [REDACTED].

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An approval shall be obtained from the Shareholders' general meeting when the Company is to repurchase its own Shares under the circumstances (a) and (b) set out above. In case of the circumstances stipulated in (c), (e) and (f) above, a resolution of the Company's Board of Directors shall be passed by a two-thirds majority of Directors attending the meeting in accordance with the provisions of the Articles of Association or the authorization of the Shareholders' general meeting.

After the Company has repurchased its own shares in accordance with the preceding provision, the shares so repurchased shall be canceled within ten days from the date of purchase (under the circumstances set out in (a)), or shall be transferred or canceled within six months (under the circumstances set out in (b) and (d)). The shares of the Company repurchased by the Company under the circumstances set out in (c), (e) and (f) above shall not exceed ten percent of the total issued shares of the Company, and shall be transferred or canceled within three years.

Where laws, administrative regulations, departmental rules, the securities regulatory authorities where the Company's shares are [REDACTED] and the *Hong Kong Listing Rules* have other provisions on the financial treatment involved in the foregoing share repurchase, those provisions shall prevail.

Transfer of Shares

Shares in the Company may be transferred in accordance with the law. Unless otherwise specified by laws, administrative regulations, departmental rules, regulatory documents, the securities regulatory authorities where the Company's shares are [REDACTED] and Hong Kong Stock Exchange, the Shares of the Company may be transferred freely without any lien attached. The transfer of H Shares shall be [REDACTED] in the [REDACTED] in Hong Kong entrusted by the Company.

All fully paid H Shares may be freely transferred in accordance with the Company's Articles of Association. However, the Board of Directors may refuse to recognize any documents for the transfer of H Shares without stating any reasons unless the conditions stipulated below are met:

- (a) transfers and other documents relating to or affecting the ownership of any shares shall be registered and a fee shall be payable to the Company for such registration at the rate of fee prescribed in the *Hong Kong Listing Rules*, which fee shall not exceed the maximum fee prescribed from time to time in the *Hong Kong Listing Rules*;
- (b) transfer documents are only in relation to H Shares;
- (c) the stamp duty (as stipulated by Hong Kong law) in relation to transfer documents has been duly paid;
- (d) relevant share certificate(s) and any other evidence which the Board of Directors may reasonably require to show that the transferor has the right to transfer the Shares have been provided;
- (e) If the shares are to be transferred to joint holders, the number of joint holders shall not exceed four;
- (f) the Shares do not have any lien attached, and
- (g) no transfer of any share shall be made to an infant or to a person of unsound mind or under other legal disability.

If the Company refuses to register the transfer of Shares, the Company shall give one copy of the notice to the transferor and the transferee to refuse the registration of the transfer within two months from the date of the formal application for transfer. All transfer documents shall be kept at the legal address of the Company or such address as may be designated by the Board of Directors from time to time.

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The shares in the Company held by the Company's promoters shall not be transferred within one year from the date of establishment of the Company. The shares that have been issued before the Company publicly offers shares shall not be transferred within one year from the date when the shares in the Company get [REDACTED] and [REDACTED] in the stock exchange concerned.

The directors, supervisors and senior executives of the Company shall declare to the Company the shares (including the preferred shares) in the Company they hold and the changes thereof. During the term of office, the shares transferred by any of the aforesaid persons each year shall not exceed 25% of the total shares of the same type in the Company he/she holds. The shares in the Company held by any of the aforesaid persons shall not be transferred within one year from the date when the shares in the Company get [REDACTED] and [REDACTED] in the stock exchange concerned. Any of the abovesaid persons shall not transfer the shares in the Company held by him/her within six months after his/her departure.

If the securities regulatory authority of the place where the company's shares are [REDACTED] stipulates other restrictions on the transfer of overseas [REDACTED] foreign shares, the relevant regulations shall be complied with at the same time.

Where the Shareholders holding five percent or more of the Company, Directors, Supervisors and senior management of the Company and sell or other securities of equity nature of the Company within a period of six months after the acquisition of the or other securities of equity nature of the Company, or repurchase shares or other securities of equity nature of the Company within six months after sales of the shares, any [REDACTED] arising therefrom shall belong to the Company, and the Board of the Company shall withdraw such gains for the benefit of the Company. However, an exception shall be made where a securities company holds 5% or more of its own shares as a result of purchasing the remaining shares after the sole sale of shares or any other circumstance prescribed by the Relevant regulatory authorities.

Pledge of Shares

The Company shall not accept its Shares as the subject matter of a pledge.

Financial Assistance for Acquisition of the Company's shares

Neither the Company nor any of its subsidiaries shall, by means of donation, advancement, guarantee, compensation, loan or other means, provide any financial aids to any person purchasing or intending to purchase shares in the Company.

SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETINGS

Register of Shareholders

The Company shall set up a register of shareholders based on the certificates provided by the securities registration agency. Unless there is proof to the contrary, the register of Shareholders shall be sufficient evidence to the holding of the Shares of the Company by a Shareholder.

The register of shareholders registers the following matters, or the registration of shareholders in accordance with the laws, administrative regulations, departmental rules and *the Hong Kong Listing Rules*:

- (i) the name, address (domicile), occupation or nature of each Shareholder;
- (ii) the class and number of Shares held by each Shareholder;
- (iii) the amount paid or payable in respect to the Shares held by each Shareholder;

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- (iv) the serial numbers of the Shares held by each Shareholder;
- (v) the date on which each Shareholder was registered as a Shareholder; and
- (vi) the date on which each Shareholder ceased to be a Shareholder.

Subject to the Articles of Association and other applicable regulations, once the Shares of the Company are transferred, the name of the transferee shall be [REDACTED] in the register of Shareholders as the holder of the said Shares.

The Company may, in accordance with the understanding and agreements between the securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain its register of Shareholders of overseas-[REDACTED] foreign shares outside China and entrust an overseas agent to maintain such register. The original copy of the register of Shareholders of overseas-[REDACTED] foreign shares [REDACTED] on the Hong Kong Stock Exchange shall be maintained in Hong Kong.

The Company shall maintain a duplicate of the register of Shareholders of overseas-[REDACTED] foreign shares at the Company's corporate domicile. The appointed overseas agent shall ensure the consistency between the original copy and the duplicate of the register of Shareholders of overseas-[REDACTED] foreign shares at all times. If there is any inconsistency between the original copy and the duplicate of the register of Shareholders of overseas-[REDACTED] foreign shares, the original copy shall prevail.

Our Company must keep a complete register of Shareholders. The register of Shareholders shall include the following:

- (i) register of shareholders kept at our domicile other than those specified in (ii) and (iii) below;
- (ii) register of the holders of our overseas [REDACTED] foreign shares kept at the location of the stock exchange where such shares are [REDACTED]; and
- (iii) register of shareholders kept in other locations according to the decision of the Board of Directors as required for the [REDACTED] of the shares.

Different parts of the Shareholders' register shall not overlap. The transfer of Shares registered in a certain part of the register of Shareholders shall not be registered elsewhere in the register of Shareholders as long as the shares remain registered. Any alteration or rectification to any part of the register of Shareholders shall be made in accordance with the laws in the place where such part of the register of Shareholders is maintained.

If any person whose name appears in the register of Shareholders or requests to register his or her name (title) in the register of Shareholders loses his or her share certificates (that is, "original share certificates"), he or she may apply to our Company to reissue new share certificates for those shares. In the event a holder of domestic shares applies to our Company for a reissue after losing the share certificates, the matter shall be dealt with pursuant to related provisions of the Company Law. In the event a H share shareholder applies to our Company for a reissue after losing the share certificates, the matter may be dealt with pursuant to the laws, regulations, listing rules of the stock exchange where the original register of H share shareholder is kept, or other related provisions.

If a H shareholder loses share certificates and applies to our Company for a replacement issue, the share certificates shall be issued in compliance with the following requirements:

- (i) the applicant shall submit the application in the standard format designated by our Company and attach a notary certificate or legal declaration. The contents of the notary certificate or legal declaration shall include the reason for the applicant's request, circumstances and evidence of loss of share certificates, as well as a statement that nobody else may request to be registered as a shareholder with respect to the pertinent shares;

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- (ii) before coming to a decision to issue new share certificates, our Company has not received any statement in which any person other than the applicant requests to be registered as the shareholder with respect to the shares;
- (iii) if our Company decides to issue new share certificates to the applicant, we shall publish an announcement in an eligible newspaper designated by the Board of Directors indicating that we plan to reissue new share certificates. The announcement period shall be 90 days and the announcement shall be published at least once every 30 days;
- (iv) before publishing the announcement indicating that we plan to reissue new share certificates, our Company shall submit a copy of the announcement to be published to the stock exchange on which the shares are [REDACTED] and may publish the announcement after receiving a reply from the stock exchange confirming that the announcement has been displayed at the stock exchange. The period of displaying the announcement at the stock exchange is 90 days. If the registered shareholders of the related shares do not approve the application for reissue of new share certificates, our Company shall mail the copy of the announcement to be repeatedly published to the Shareholders;
- (v) in the event that nobody raises any objection to the reissue of new share certificates to our Company, upon expiration of the 90-day display period of the announcement specified in (iii) and (iv) above, the new share certificates may be reissued according to the application made by the applicant;
- (vi) when re-issuing new share certificates according to the Articles of Association, our Company shall immediately cancel the original share certificates and register the cancellation and replacement issue on the register of shareholders;
- (vii) all expenses incurred by our Company from the cancellation of the original share certificates and replacement issue of the new share certificates shall be borne by the applicant. Before the applicant has provided reasonable security, our Company shall have the right to refuse to take any action.

Shareholders

A shareholder shall enjoy rights and assume obligations according to the class and number of shares held by that shareholder. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

Holders of the ordinary shares of the Company shall be entitled to the following rights:

- to receive dividends and other distributions in proportion to the shares they hold;
- to file a petition according to laws, to convene, hold and attend the Shareholders' general meetings either in person or by proxy and exercise their corresponding voting right;
- to supervise, present suggestions on or make inquiries about the business operations of the Company;
- to transfer, donate or pledge their shares in accordance with laws, administrative regulations, the relevant regulations of the securities regulatory authority where the Company's Shares are [REDACTED] and the Articles of Association;

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- to obtain relevant information in accordance with the Articles of Association, including:
 1. receiving a copy of the Articles of Association after payment of cost;
 2. being entitled to inspect for free and copy after payment of reasonable fee:
 - (1) all parts of the register of Shareholders;
 - (2) personal data of Directors, Supervisors, General Manager and other senior management of the Company, including:
 - (a) present and former name and alias;
 - (b) principal address (domicile);
 - (c) nationality;
 - (d) primary and all other part-time occupations and duties;
 - (e) identification documents and the number thereof;
 - (3) report of the status of the Company's issued share capital;
 - (4) report of the total par value, quantity, the highest and lowest price of each class of shares repurchased by the Company from the last fiscal year and the total amount paid by the Company for this purpose;
 - (5) the special resolution of the general meeting of the Company;
 - (6) the latest audited financial statements of the Company, and the reports of the Board, auditors and the Board of Supervisors;
 - (7) a copy of the latest annual report filed with the Administration of Industry and Commerce or other competent authorities;
 - (8) counterfoils of corporate bonds, resolutions of the Board meetings, resolutions of meetings of the Board of Supervisors; and
 - (9) minutes of the general meeting of shareholders;

The Company shall publish the documents in items (3) to (7) of the aforementioned point 2 and other applicable documents on the websites of the Hong Kong Stock Exchange and the company in accordance with the requirements of the Hong Kong Listing Rules. The Company shall keep items (1) and (9) of the above-mentioned point 2 at the designated address in Hong Kong for free inspection by the public and shareholders (the minutes of the general meeting of shareholders are only available for shareholders to inspect and copy after paying a reasonable fee).

The [REDACTED] of shareholders must be open to inspection by shareholders, but a company may be allowed to suspend the register of shareholders on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), i.e. a company may, by notice, close its register of shareholders or that part of the register relating to shareholders holding any class of shares for one or more periods, provided that in any one year the aggregate period of closure The closure period shall not exceed 30 days in total in any one year.

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Subject to compliance with applicable laws, administrative regulations and securities regulatory rules of the place where the company's shares are [REDACTED], the Company may refuse to provide if the content to be consulted and copied involves the Company's business secrets and inside information or the personal privacy of relevant personnel.

- to participate in the distribution of the remaining properties of the Company in proportion to their shareholdings in the event of the termination or liquidation of the Company;
- to request the Company to purchase their Shares for the Shareholders who object to the Company's resolution on merger or division made by the Shareholders' general meetings;
- to enjoy other rights stipulated by laws, administrative regulations, regulatory documents, the securities regulatory authority of the place where the company's shares are [REDACTED], *the Hong Kong Listing Rules* and the Articles of Association.

In the event that any resolution of the Shareholders' general meeting or resolution of the Board of Directors violates laws or administrative regulations, the Shareholder is entitled to request the People's Court to deem it as invalid. In the event that the convening procedure or voting method of the Shareholders' general meeting or meeting of the Board of Directors violates any of laws, administrative regulations or the Articles of Association, or any resolution of which violates the Articles of Association, the Shareholder is entitled to request the People's Court to overturn the resolution within 60 days upon the resolution was adopted.

Where the Company incurs loss as a result of violation of the laws, administrative regulations or the Articles of Association by Directors and senior management in the course of performing their duties, the Shareholders individually or jointly holding 1% or more of the Shares of the Company for over 180 consecutive days shall have the rights to request in writing to the Board of Supervisors to initiate legal proceedings in the People's Court. Where the Company incurs loss as a result of violation of the laws, administrative regulations or the Articles of Association by the Supervisors in the course of performing their duties, the Shareholders individually or jointly holding 1% or more of the Shares of the Company for over 180 consecutive days shall have the rights to request in writing to the Board to initiate legal proceedings in the People's Court.

In the event that the Board of Supervisors or the Board of Directors refuse to file an action upon receipt of the Shareholders' written request specified in the preceding paragraph, or fail to file an action within 30 days upon receipt thereof, or in the event that the failure to immediately file an action in an emergency case will cause irreparable damage to the interests of our Company, the Shareholder(s) specified in the preceding paragraph may, in their own name, directly file an action to the People's Court for the interest of our Company.

In the event of any other person infringes upon the legitimate rights and interests of our Company and causes losses thereto, the Shareholder(s) specified in the Articles of Association may file an action with the competent People's Court pursuant to the provisions of the preceding two paragraphs.

In the event of a Director or senior management violates laws, administrative regulations or our Company's Articles of Association, thereby damaging the interests of the Shareholder(s), the Shareholder(s) may file an action with the competent People's Court.

Shareholder(s) of the Company shall assume the following obligations:

- to abide by the laws, administrative regulations and the Articles of Association;
- to pay [REDACTED]ion monies according to the number of shares [REDACTED] and the method of [REDACTED];

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- to be liable to the company to the extent of the shares they hold;
- not to withdraw the shares after the Company's approval and registration unless required by the laws, administrative regulations and departmental rules;
- not to abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders, and not to abuse the status of the Company as an independent legal entity and the limited liability of shareholders to jeopardize the interests of any creditors of the Company;
- other obligations imposed by the laws, administrative regulations, *the Hong Kong Listing Rules* and the Articles of Association.

Where any shareholder of the Company abuses the shareholders' rights and incur losses to the Company or other shareholders, such shareholder shall be liable for the damages. Where shareholders of the Company abuse the Company's status as an independent legal entity and the limited liability of shareholders for the purposes of evading debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

Restrictions on Rights of Controlling Shareholders

The controlling shareholders and actual controllers of the Company shall not take advantage of their associated relationship to damage the Company's interests. Any loss caused to the Company as a result of such violation shall be compensated.

The controlling shareholders and actual controllers of the Company are obliged to act in good faith to the Company and the general public company shareholders. The controlling shareholders shall exercise their rights as capital contributors in strict accordance with the law and shall not impair the lawful rights and interests of the Company or of the general public company shareholders by means of the distribution of profits, reorganization of assets, external investment, misappropriation of assets, loan, or guaranty, nor shall he make use of his controlling position to impair the interests of the Company or of the general public company shareholders.

Notice of the Shareholders' General Meeting

A Shareholders' general meeting shall either be an annual general meeting or an extraordinary general meeting. The annual Shareholders' general meeting shall be convened once a year and be held within six months of the end of the previous fiscal year.

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

- (i) when the number of Directors is less than the statutory minimum number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;
- (ii) when the unrecovered losses of the Company amount to one-third of the total paid-in share capital;
- (iii) when the Shareholders with 10% or more share certificates with voting rights issued by our Company separately or jointly request in writing;
- (iv) when the Board of Directors considers it necessary;

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- (v) when it is proposed to hold by the Board of Supervisors;
- (vi) any other circumstances stipulated by laws, administrative regulations, departmental rules, the securities regulatory authority of the place where the company's shares are [REDACTED], *the Hong Kong Listing Rules* and the Articles of Association.

The convener of the general meeting shall notify the shareholders by written notice announcement twenty-one days prior to the annual general meeting, and the extraordinary general meeting shall notify the shareholders by written notice announcement fifteen days prior to the meeting. The notice shall be accompanied by the form of proxy, which shall provide the option of voting for and against all resolutions to be proposed at the meeting. In determining the commencement date and the period, the Company shall not include the date convening the meeting.

The notice of a Shareholders' general meeting shall include the following details:

- (i) the time, venue and duration of the meeting;
- (ii) the matters and proposals submitted to be deliberated at the meeting;
- (iii) a prominent written statement that all common shareholders (including holders of preference shares with resumed voting rights) are entitled to attend the shareholders' general meeting and may appoint a proxy in writing to attend and vote at the meeting. The proxy is not required to be a shareholder of the Company necessarily;
- (iv) the date of record for determining those shareholders who are entitled to attend the general meeting;
- (v) the name and telephone number of the permanent contact person concerning meeting matters;
- (vi) the time and procedure for voting through internet or other means;
- (vii) any other matters stipulated by laws, administrative regulations, regulatory documents, the securities regulatory authority of the place where the company's shares are [REDACTED] and *the Hong Kong Listing Rules*.

The specific details of all proposals shall be adequately and fully disclosed in the notice and supplementary notice of the shareholders' general meeting. Where matters to be discussed requires opinions of independent directors, the opinions and reasons of independent directors shall be disclosed when the notice or supplementary notice of shareholders' general meeting is issued.

The interval between date of registration of shareholdings and the meeting shall not be more than 7 business days. The date of registration of shareholdings cannot be changed once determined.

If the notice issued by the Company is made by way of an announcement in compliance with laws, administrative regulations, departmental rules and regulatory rules of the place where the Company's securities are [REDACTED], all relevant persons (including all shareholders of domestic shares, shareholders of unlisted foreign shares and shareholders of overseas [REDACTED] foreign shares) shall be deemed to have received the notice upon the announcement.

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In respect of the manner in which the Company provides or sends corporate communications to H Shareholders as required by the Hong Kong Listing Rules, subject to compliance with laws, administrative regulations, departmental rules and regulations and the securities regulatory rules of the place where the Company's shares are [REDACTED] and the Articles of Association, corporate communications may be provided or sent to H Shareholders through the Company's designated and/or the website of the Hong Kong Stock Exchange or through electronic means.

Proxies

Any shareholder who is entitled to attend and vote at Shareholders' general meeting has the right to appoint one or more persons (who may not necessarily be shareholders) as his or her shareholder proxy to attend and vote at the meeting on his or her behalf. The power of attorney issued by a shareholder to appoint another person to attend a general meeting shall contain the following information:

- (i) the name of the proxy;
- (ii) whether he/she has the right to vote;
- (iii) instructions to vote for, against or abstain from voting on each matter to be considered on the agenda of the shareholders' meeting, respectively;
- (iv) the date of issuance and expiration date of the proxy;
- (v) the signature (or seal) of the principal. If the principal is a shareholder of a legal entity, the seal of the legal entity shall be affixed. If the principal is a shareholder of a partnership, the seal of the partnership shall be affixed.

The power of attorney shall specify whether the proxy could vote at his or her own discretion if the shareholder does not provide specific instructions.

If the power of attorney is signed by another person authorized by the appointer, the power of attorney or other authorization documents authorized to be signed must be verified by a notary. The power of attorney or other instrument verified by the notary must be deposited together with the power of attorney at the domicile of the Company or other location designated at the notice convening the meeting. A legal person shareholder should attend the meeting by its legal representatives or persons authorized by its board of directors or other decision-making authorities. A partnership should attend the meeting by its managing partner or the appointed representative of the managing partner or the person authorized by the resolution of the partners' meeting or other decision-making body. The power of attorney must be deposited at the domicile of the Company or other location designated in the notice convening the meeting no later than 24 hours before the meeting at which the power of attorney is put to vote is convened or 24 hours before the designated time.

Power of the Meeting and Matters to be Resolved

The Shareholders' general meeting is the authority of the Company and shall exercise the following powers according to the laws:

- (i) to decide the Company's operational directions and investment plans;
- (ii) to elect and replace Directors and Supervisors who are not staff representatives and to determine matters relating to the remuneration of the Directors and Supervisors;

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- (iii) to consider and approve the reports of the Board;
- (iv) to consider and approve the reports of the Board of Supervisors;
- (v) to consider and approve the Company's annual financial budgets and final accounts;
- (vi) to consider and approve the Company's profit distribution plan and plan for recovery of losses;
- (vii) to make resolutions on increase or reduction of the Company's registered capital;
- (viii) to make resolution on the issuance of corporate bonds;
- (ix) to make resolutions on the merger, demerger, dissolution, liquidation or change of corporate form of the Company;
- (x) to amend the Articles of Association;
- (xi) to make resolutions on the issue of appointment and dismissal of accounting firms;
- (xii) to consider and approve the guarantee issues as prescribed in the Articles of Association;
- (xiii) to consider matters in which the Company's purchase or sale of significant assets within one year exceeds thirty percent of the company's latest audited total assets;
- (xiv) to consider and approve matters relating to the change of purpose of raised fund;
- (xv) to consider the share incentive plan and employee shareholding scheme;
- (xvi) to consider matters relating to the acquisition of shares of the Company that shall be considered by the general meeting of shareholders as provided for by laws and regulations, the regulatory rules of the place where the shares of the Company are [REDACTED] and the Articles of Association;
- (xvii) to consider matters of connected transactions that shall be considered by the general meeting of shareholders as stipulated by laws and regulations, the regulatory rules of the place where the shares of the Company are [REDACTED] and the Articles of Association;
- (xviii) to Consideration of other matters that shall be decided by the general meeting of shareholders as provided by laws, administrative regulations, departmental rules and regulations or the Articles of Association;
- (xix) other matters required by the securities regulatory rules of the place where the shares of the Company are [REDACTED], *the Hong Kong Listing Rules* or other applicable laws and regulations.

Voting and Resolutions of Shareholders' General Meetings

Resolutions of a Shareholders' general meeting shall be divided into ordinary resolutions and special resolutions.

Ordinary resolutions shall be passed by votes representing more than half of the voting rights held by Shareholders (including proxies thereof) attending the Shareholders' general meeting. Special resolutions shall be passed by votes representing not less than two-thirds of voting rights held by Shareholders (including proxies thereof) attending the Shareholders' general meeting.

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The following issues shall be approved by way of ordinary resolutions at a Shareholders' general meeting:

- (i) work report of the Board of Directors and the Board of Supervisors;
- (ii) plans of earnings distribution and loss make-up schemes;
- (iii) appointment or dismissal of the members of the Board of Directors and the Board of Supervisors, and their remuneration and payment methods;
- (iv) annual preliminary financial budgets, final account reports of the Company;
- (v) annual report of our Company;
- (vi) appointment or dismissal of accounting firms by the Company;
- (vii) matters other than those prescribed by law, administrative regulations, the regulatory authorities of the place where the Company's securities are [REDACTED], *the Hong Kong Listing Rules* or these Articles of Association which shall be passed by special resolution.

The following issues shall be approved by way of special resolutions at a Shareholders' general meeting:

- (i) increase or reduction in the share capital of the Company;
- (ii) any division, split, merger, dissolution or liquidation of the Company;
- (iii) any amendment to the Company's Articles of Association;
- (iv) any purchase or sale of major assets or any provision of guarantee within any one year in an amount in excess of 30% of the Company's total assets as audited in the latest period;
- (v) any equity incentive scheme;
- (vi) any other matter to be identified by an ordinary resolution of the shareholders' general meeting as having a significant impact on the Company that shall be passed by a special resolution of the shareholders' general meeting;
- (vii) other matters required by law, administrative regulations, the regulatory authority of the place where the company's securities are [REDACTED], *the Hong Kong Listing Rules* or the Articles of Association to be passed by special resolution.

Shareholders (including their proxies) exercise voting power at the Shareholders' general meeting with respect to the number of voting shares represented by them, and each share has one vote. When voting at a Shareholders' general meeting, Shareholders (including their proxies) who are entitled to two or more votes are not required to vote against or in favor with all of their votes.

Where material issues affecting the interests of minority investors are being considered at the Shareholders' general meeting, the votes by minority investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.

The shares held by the Company do not have voting power, and such shares are not counted in the total number of voting shares upon attendance at a Shareholders' general meeting.

APPENDIX V SUMMARY OF ARTICLES OF ASSOCIATION OF THE COMPANY

When a related transaction is considered at a Shareholders' general meeting, the related shareholders who has a material interest in the relevant connected transaction or arrangement shall not vote, and the voting shares represented by them shall not be counted in the total number of valid voting shares. The announcement of the resolution made at the Shareholders' general meeting shall adequately disclose information relating to voting by non-related shareholders.

Other than the cumulative voting system, the Shareholders' general meeting shall vote on all proposals one by one. For different proposals on the same matter, voting shall be proceeded according to the time order of these proposals. Other than special reasons such as force majeure which results in the interruption of the meeting or makes it impossible to come to a resolution, the Shareholders' general meeting shall not put aside the proposals or withhold from voting.

Shareholders' general meeting adopt vote by registered ballot, unless the chairman of the meeting decides on the principle of good faith to allow resolutions purely related to procedures or administrative matters to be voted by shows of hands. When voting at a Shareholders' general meeting, Shareholders (including their proxies) who are entitled to two or more votes are not required to vote against or in favor with all of their votes.

When Shareholders' general meeting is voting on any proposals, lawyers, Shareholders' representatives and Supervisors' representatives shall be jointly responsible for vote counting and scrutinizing, and the voting results shall be announced in the meeting and recorded in the minutes.

DIRECTORS AND THE BOARD OF DIRECTORS

Directors

Any natural person may not serve as a director of the Company if he/she:

- (i) has no civil capacity or has limited civil capacity;
- (ii) has been subject to criminal penalties due to corruption, bribery, embezzlement or misappropriation of property or sabotaging the socialist market economic order, or has been deprived of his/her political rights due to any crime conviction, where no more than five years have elapsed since the date of completion of the execution of such penalty or deprivation;
- (iii) has served as a former director, the factory chief, or the manager of a company or enterprise bankrupt or liquidated, and was held personally liable for the bankruptcy, and three years have not elapsed since the date of completion of the bankruptcy or liquidation of such company or enterprise;
- (iv) has served as the legal representative of a company or enterprise whose business license was revoked or which is ordered to close down due to any violation of law, and was held personally liable for the revocation, and three years have not elapsed since the date of;
- (v) has defaulted on a personal debt in a significant amount;
- (vi) has been banned from entering the securities market by the relevant regulatory authority and the period has not elapsed; or
- (vii) is banned from doing so as prescribed by laws, administrative regulations, departmental rules, regulatory authorities of the place where the Company's securities are [REDACTED] or the *Hong Kong Listing Rules*.

APPENDIX V SUMMARY OF ARTICLES OF ASSOCIATION OF THE COMPANY

If a director is elected or appointed in violation of the provisions of the preceding paragraph, such election, appointment or employment shall be null and void. The Company shall dismiss a director from office if the circumstances of this Article arise during his or her term of office.

Directors shall be elected or replaced by the Shareholders' general meetings. The General Meeting of Shareholders may, subject to the provisions of relevant laws and administrative regulations, by ordinary resolution remove any Director whose term of office has not expired (provided that any claim for damages by such Director pursuant to any contract shall not be affected thereby). The term of office of a Director shall be three years. Upon the expiration of the term of office, a Director shall be eligible to offer himself for re-election and reappointment.

The term of office of a Director shall commence from the date on which the said Director assumes office to the expiry of the current session of the Board. If the term of office of a Director expires but re-election is not made correspondingly on a timely basis, resulting in less than a quorum of the Board of Directors, the original director shall still perform his or her duties as a director in accordance with the laws, administrative regulations, departmental rules and regulations and the Articles of Association until the re-elected director assumes office.

A Director shall comply with the laws, administrative regulations, the regulatory rules of the place where the Company's securities are [REDACTED] and the Articles of Association and has the following fiduciary obligations to the Company:

- (i) not to exploit his/her position to accept bribes or to obtain other illegal income, and not to expropriate the Company's property;
- (ii) not to misappropriate the Company's funds;
- (iii) not to open any account in his own name or in other's own name for the deposit of the Company's assets or funds;
- (iv) not to violate the provisions of the Articles of Association by lending the Company's funds to others or using the Company's assets to provide guarantee for others without the consent of the Shareholders' general meeting or the Board;
- (v) not to enter into a contract or transaction with the Company in violation of the provisions of the Articles of Association or without the consent of the Shareholders' general meeting;
- (vi) not to use their position to obtain business opportunities which should be available to the Company for themselves or others, or to run his/her own or others' business which is similar to the Company's business without the consent of the Shareholders' general meeting;
- (vii) not to accept commissions in connection with the Company's transactions;
- (viii) not to disclose the secrets of the Company without consent;
- (ix) not to use their connections to harm the interests of the Company;
- (x) to be bound by other fiduciary obligations stipulated by the laws, administrative regulations, departmental rules, listing rules of the stock exchange of the place where the Company's shares are [REDACTED] and the Articles of Association.

Any gain arising from the breach of the preceding paragraphs by the Director shall belong to the Company. He/she shall be liable for compensation for any loss of the Company arising therefrom.

APPENDIX V SUMMARY OF ARTICLES OF ASSOCIATION OF THE COMPANY

A director shall comply with the laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's securities are [REDACTED] and the Articles of Association and shall diligently perform the following obligations to the Company:

- (i) to exercise prudently, conscientiously and diligently the rights granted by the Company to ensure the Company's commercial acts in compliance with the State laws, administrative regulations, departmental rules and the requirements of economic policies of China and that its commercial activities are within the scope stipulated in the business license;
- (ii) to treat all Shareholders equally;
- (iii) to understand the business operation and management of the Company in a timely manner;
- (iv) to sign written confirmation on regular reports of the Company and to ensure the integrity, accuracy and completeness of the information disclosed by the Company;
- (v) to provide relevant conditions and information to the Board of Supervisors truthfully and shall not intervene the performance of the Board of Supervisors or Supervisors of their functions and powers;
- (vi) to perform other obligations of diligence stipulated by the laws, administrative regulations, departmental rules, *the Hong Kong listing rules* and the Articles of Association.

If any Director fails to attend in person or appoint other Directors as his/her representative to attend meetings of the Board for two consecutive times, such Director shall be deemed as unable to perform his duties, and the Board shall propose to replace such Director at the Shareholders' general meeting.

A director may submit his/her resignation before the expiry of his/her term of office. Where a director resigns, he/she shall submit a written resignation report to the board of directors. The board of directors shall disclose the relevant information within two days.

When a director's resignation becomes effective or his or her term of office expires, he or she shall complete all procedures for transfer to the Board of Directors. His or her obligation to keep the Company's trade secrets confidential shall remain in effect after the end of his or her term of office until such secrets become public information.

No Director shall act in his/her own name for the Company or the Board without authorization by the Board or unless otherwise provided in the Article of Association. Where a Director acts in his/her own name in a situation where a third party may reasonably believe that such director is acting for the Company or the Board, such Director shall declare in advance his/her stance and identity.

The Board of Directors

The Company shall have a board accountable to the Shareholders' general meeting. The Board shall consist of nine Directors, and have a chairman. Independent non-executive Directors should account for at least one-third of the number of the Directors of the Board, and consist of no less than three members.

The Board shall perform the following duties:

- (i) to convene Shareholders' general meetings and report to Shareholders' general meetings;
- (ii) to implement the resolutions of the Shareholders' general meetings;

APPENDIX V SUMMARY OF ARTICLES OF ASSOCIATION OF THE COMPANY

- (iii) to determine business operation plans and investment plans of the Company;
- (iv) to formulate annual preliminary and final financial budgets of the Company;
- (v) to formulate the profit distribution plans and plans for recovery of losses of the Company;
- (vi) to formulate plans of the Company regarding increase or reduction of the registered capital, issuance of bonds or other securities and [REDACTED];
- (vii) to formulate plans for major acquisitions of our Company, the purchase of Shares of our Company, merger, division, dissolution or change in the form of our Company;
- (viii) to determine such matters as our Company's external investment, purchase or sale of assets, asset pledge, external guarantee, entrusting wealth management, connected transaction and external donation within the scope authorized by the Shareholders' general meeting and the Articles of Association;
- (ix) to decide on the setup of the Company's internal management organization;
- (x) to determine appointment or dismissal of the Company's General Manager and secretary to the Board of Directors and other senior management as well as determine their remuneration matters and disciplinary matters and, based on the nominations of the General Manager, to appoint or dismiss vice president, financial controller and other senior management and to determine their remuneration, rewards and punishments;
- (xi) to formulate the basic management systems of the Company;
- (xii) to formulate plans for any amendments to the Articles of Association;
- (xiii) to manage the disclosure of information of the Company;
- (xiv) to propose at the Shareholders' general meeting the appointment or replacement of the accounting firm that performs audits for our Company;
- (xv) to receive the work report of the General Manager of the Company and examine on the General Manager's work;
- (xvi) formulation and implementation of the Company's equity incentive plan;
- (xvii) other duties and powers that should be exercised by the Board stipulated by the laws, administrative regulations, departmental rules, listing rules of the stock exchange of the place where the Company's Shares are [REDACTED] or the Articles of Association.

The above resolutions adopted by the Board of Directors, except items (vi), (vii) and (xii) which must be approved by not less than a two-thirds vote of the Directors, may be approved by more than half of the votes by the Directors.

The Board shall make an explanation at the Shareholders' general meeting for the non-standard audit opinions on the financial report of the Company issued by the certified public accountant.

The Board shall formulate the rules of procedures of the Board meeting to ensure the implementation of resolutions of the Shareholders' general meeting, enhance the working efficiency and ensure the scientific decision making.

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SUMMARY OF ARTICLES OF ASSOCIATION OF THE COMPANY

The Board of Directors shall hold regular meetings, and regular meetings of the Board of Directors shall be held at least four times a year, approximately once a quarter, convened by the Chairman of the Board of Directors, with written notice to all Directors and Supervisors and, if necessary, to the General Manager and other senior management, fourteen days prior to the meeting.

Meetings of the Board shall be held in the presence of a majority of the Directors. Except as otherwise provided in the Articles of Association, resolutions made by the Board of Directors shall be adopted by a majority of all Directors. Voting on resolutions of the Board shall be conducted on a one-person-one-vote basis.

A Director who is connected to the enterprises involved in a resolution of the meeting of the Board shall neither exercise his/her voting rights nor exercise another Director's voting rights as a proxy. Such meeting of the Board shall be held only when more than half of the disinterested Directors, and the resolution of the meeting of the Board shall be approved by more than half of such disinterested Directors. In case of less than three disinterested Directors present at the meeting, such matter shall be submitted to the Shareholders' general meeting for deliberation.

A Director shall attend the meeting of the Board in person. If a Director is unable to attend a meeting of the Board, he/she may appoint another Director by a written power of attorney to attend on his/her behalf. Such a power of attorney shall specify the name of the proxy, the matters for entrustment, the scope of authorization and validity period, and shall be signed or sealed by the principal. A director who attends a meeting on behalf of a director shall exercise the rights of a director within the scope of the authorization. A director who is not present at a meeting of the Board of Directors and who does not attend by proxy shall be deemed to have abstained from voting at such meeting.

THE MANAGER AND OTHER SENIOR EXECUTIVES

The Company shall have one manager, who shall be appointed or dismissed by the board of directors. The Company has a number of senior management personnel, who are appointed or dismissed by the Board of Directors. The general manager, deputy general manager, secretary of the board of directors, head of finance and other management personnel other than the securities representative appointed by the board of directors are senior management personnel of the Company.

The provisions of the Articles of Association regarding the circumstances under which a director may not serve as a director shall also apply to the general manager and other senior management. The provisions of the Articles of Association concerning the duties of fidelity and diligence of directors shall also apply to the general manager and other senior management personnel.

The term of office of the manager is three years and may be renewed upon reappointment. The General Manager of the Company shall be responsible to the Board and exercise the following functions and powers:

- (i) to be in charge of the Company's production operation and management, to organize the implementation of the board's resolutions and to report his/her work to the board of directors;
- (ii) to organize the implementation of the Company's annual operating plans and investment programs;
- (iii) to draft the plan for establishing the Company's internal management body;
- (iv) to develop the Company's basic management system;

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- (v) to develop the Company's specific rules;
- (vi) to suggests to the board of directors on the appointment or removal of any deputy manager and the financial controller;
- (vii) to appoint or dismiss officers other than those to be appointed or dismissed by the board of directors; and
- (viii) to exercises any other duties authority granted by the Articles of Association and the board of directors.

General Manager of the Company shall attend meetings of the Board of the Directors.

The Company shall have a secretary to the board of directors, who shall be responsible for, among others, the preparation of general meetings and board meeting, the retention of documents, the management of shareholders' information and the disclosure of information.

The senior executives of the Company shall faithfully perform their duties and act in the best interests of the Company and all shareholders. Where any senior executive fails to perform his/her duties faithfully or breaches his/her obligation of good faith, and thereby causes damage to the Company's interests or the shareholders of public shares, he/she shall be liable for compensation according to the law.

SUPERVISORS AND THE BOARD OF SUPERVISORS

Supervisors

The circumstances regarding disqualification for the position of director of the Articles of Association shall also apply to supervisors. No director, manager and any other senior executive may concurrently serve as a supervisor.

Supervisors shall comply with laws, administrative regulations and the Articles of Association, and shall bear the obligations of loyalty and diligence to the Company. They shall not take any bribe or other illegal gains by taking advantage of their authority, nor shall they misappropriate company property.

The term of office of a supervisor shall be three years. Upon expiration of a supervisor's term of office, the supervisor may serve another term of office if re-elected. Where a new supervisor has not yet been elected upon the expiration of a supervisor's term of office, or the number of supervisors on the board falls below the quorum due to the resignation of a supervisor during his/her term of office, the said supervisor shall continue to perform his/her duties in accordance with laws, administrative regulations and the Articles of Association before the newly elected supervisor takes his/her office.

No supervisor may take advantage of his/her connected relationships to damage the Company's interests and, where any loss is incurred as a result of any such violation, shall be liable for compensation.

The Board of Supervisors

The Company shall have a Board of Supervisors. The Board of Supervisors shall consist of three supervisors, including a chairman. The chairman of the Board of Supervisors shall be elected and dismissed by a majority of all supervisors. The board of supervisors shall be composed of shareholder representatives and Company staff representatives. The number of staff representatives shall be no less than one third of all supervisors.

APPENDIX V SUMMARY OF ARTICLES OF ASSOCIATION OF THE COMPANY

The Board of Supervisors shall exercises the following powers:

- (i) to review the periodical reports of the Company prepared by the Board and to provide comments in writing;
- (ii) to inspect the financial position of the Company;
- (iii) to supervise the performance of the Directors and senior management and to advise the dismissal of any Directors or senior management who violate the laws, administrative regulations, the Articles of Association or resolutions of the Shareholders' general meetings;
- (iv) to demand rectification of the Directors and senior management where their conducts are detrimental to the interests of the Company;
- (v) to propose to convene an extraordinary general meeting and to convene and preside over the Shareholders' general meeting if the Board fails to do so as required by the Company Law;
- (vi) to submit proposals at a Shareholders' general meeting;
- (vii) to institute proceedings against directors and senior management in accordance with the provisions of the Company Law;
- (viii) to investigate if there is any abnormal condition of the Company's operation; and if necessary, to engage on accounting firm, law firm or other professional institution to assist in its works at the expenses of the Company; and
- (ix) other powers granted by laws, administrative regulations, departmental rules and regulations, the listing rules of the place where the Company's shares are [REDACTED] or the Articles of Association.

The meetings of the Supervisory Board are divided into regular meetings and ad hoc meetings. Regular meetings of the Supervisory Board are held at least once every six months. Supervisors may propose to convene a temporary meeting of the Supervisory Committee. Notice of regular and temporary meetings of the Supervisory Board shall be sent to all Supervisors 10 days and 5 days in advance respectively.

FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDIT

Finance and Accounting Systems

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

The Company's accounting year is based on the calendar year system. The Company shall prepare a financial accounting report at the end of each fiscal year, which shall be audited by an accounting firm in accordance with the law. The financial accounting report shall be prepared in accordance with the provisions of relevant laws, administrative regulations and departmental regulations.

The Company publishes two results announcements per fiscal year, that is, within 60 days after the end of the first six months of each fiscal year, and within three months after the end of the fiscal year. Where the above announcement is otherwise provided by relevant laws, administrative regulations, the securities regulatory authority of the place where the company's shares are [REDACTED] and the Hong Kong Stock Exchange, those provisions shall prevail.

APPENDIX V SUMMARY OF ARTICLES OF ASSOCIATION OF THE COMPANY

The Company shall not keep accounts other than those required by laws. The assets of the Company shall not be kept under the name of any individuals.

Reserves

In the distribution of the profit after tax of the year, 10% of the profit shall be contributed to statutory reserve of the Company. When the aggregate statutory reserve of the Company has reached 50% or more of the registered capital, the Company may cease to make further contribution.

Where the statutory reserve is insufficient to recover the losses for the previous year, the losses shall be made up by the profits of that year before contributing to the statutory reserves as stipulated above.

Subject to the resolution of Shareholders' general meeting, the Company may also appropriate funds to discretionary surplus reserve from profit after tax upon the appropriate of fund to statutory reserve.

The Company may distribute profits after tax in accordance with the proportion of shareholdings after making up for losses and making allocations to reserves, except where the distribution is not proportionate according to laws and regulations, the regulatory rules of the place where the company's securities are [REDACTED], *the Hong Kong Listing Rules* or the Articles of Association.

If the Shareholders' general meeting violates the above provisions and profits are distributed to the Shareholders before the Company making up for losses and making allocations to the statutory reserve, the profits distributed in violation of the provisions shall be returned to our Company by such Shareholders.

The shares held by our Company itself shall not be subject to profit distribution.

Our Company's reserves must be used only for offsetting losses of our Company, expanding the scale of business and operations or for conversion into capital to increase our capital, but the capital reserve shall not be used to offset losses of our Company.

Where the statutory reserve converses into capital, the remaining statutory reserve shall not be less than 25% of the registered capital of our Company before such conversion.

Dividends and Other Methods of Profit Distribution

The Company may distribute dividends in cash, in Shares or in combination of cash and Shares.

The payment of cash dividends and other payments by the Company to the shareholders of domestic shares shall be paid in Renminbi. The payment of cash dividends and other payments by the Company to shareholders of unlisted foreign shares shall be denominated and declared in RMB and paid in foreign currencies. Cash dividends and other payments by the Company to shareholders of overseas [REDACTED] shares are denominated and declared in RMB and paid in Hong Kong dollars. The foreign currency required for the payment of cash dividends and other payments by the Company to shareholders of overseas [REDACTED] shares shall be handled in accordance with the relevant national regulations on foreign exchange management.

Internal Audits

The Company shall adopt an internal audit system and designate auditors to supervise the internal audits of incomes and expenses as well as the business activities of the Company.

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SUMMARY OF ARTICLES OF ASSOCIATION OF THE COMPANY

The internal audit system of the Company and the duties of auditors shall come into effect upon the approval of the Board of Directors. The person in charge of audits shall be accountable to and report to the Board of Directors.

Appointment of Accounting Firm

The Company shall engage an accounting firm that meets the requirements of laws and regulations and the regulatory rules of the place where the Company's securities are [REDACTED] and has a good reputation to conduct the audit of accounting statements, verification of net assets and other related consulting services for a period of one year, which may be renewed.

The hiring, dismissal or non-renewal of the accounting firm by the Company must be decided by the general meeting of shareholders. The remuneration of an accounting firm shall be determined by the Shareholders' general meeting.

A prior 20 days in advance notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment. The accounting firm shall be entitled to make representations when the resolution regarding the removal of the accounting firm is voted at the Shareholders' general meeting.

If the position of an appointed accounting firm is vacant, the Board of Directors may appoint an accounting firm and determine its remuneration before the start of Shareholders' general meeting, provided that such appointment shall be confirmed by the next Shareholders' general meeting. However, if during the vacant period, our Company has other incumbent accounting firm, such accounting firm may still perform.

If the accounting firm resigns, it shall explain to the shareholders' meeting whether the Company has any improper circumstances.

MERGERS, DIVISIONS, CAPITAL INCREASES AND REDUCTIONS, DISSOLUTIONS AND LIQUIDATIONS

Mergers, Divisions, Capital Increases and Reductions

Companies may be merged by way of absorption or by consolidation. In a merger of companies, all parties to the merger shall conclude a merger agreement and prepare their respective balance sheets and checklists of assets. The companies shall, within ten days of adopting the merger resolution, notify their creditors and make an announcement on newspaper within 30 days. The creditors may, within 30 days of the receipt of the notice or within 45 days as of the issuance of the announcement if they do not receive the notice, require the Company to pay off debts or provide corresponding security.

Where a company is divided, its assets shall be divided accordingly. Where a company is divided, a balance sheet and a checklist of assets shall be prepared. The Company shall notify the creditors within ten days of the date when the division resolution is made and make an announcement on newspaper within 30 days.

Where a Company needs to reduce its registered capital, a balance sheet and a checklist of assets must be prepared. The Company shall notify its creditors within ten days of making the resolution to reduce its registered capital and shall make an announcement within 30 days. The creditors shall, within thirty days of the receipt of the notice or within 45 days of the issuance of the announcement if they do not receive the notice, require the Company to pay off debts or to provide corresponding security.

APPENDIX V SUMMARY OF ARTICLES OF ASSOCIATION OF THE COMPANY

The Company's registered capital shall not be lower than the statutory minimum level required by law after capital reduction.

Where a Company increases or reduces its registered capital, it shall go through registration amendments with the company registration authority in accordance with the law.

Dissolutions and Liquidations

The Company shall be dissolved for the following reasons:

- (i) the expiration of the business period or other reasons for dissolution specified in the Articles of Association;
- (ii) the shareholders' general meeting adopts a resolution to dissolve the Company;
- (iii) dissolution is required due to the merger or division of the Company;
- (iv) the Company's business license is revoked, or it is ordered to close down or wind up in accordance with the laws;
- (v) where the Company gets into serious trouble in operation and management and its continuation may cause substantial loss in Shareholders' interests, and no solution can be found through any other channel, Shareholders holding more than 10% of the total voting rights of the Company may request the People's Court to dissolve the Company.

The voluntary dissolution of the Company shall be adopted by a special resolution of the general meeting of shareholders. If otherwise agreed by laws, regulations or regulatory rules of the place where the Company's securities are [REDACTED], the agreement shall be observed at the same time.

Upon the occurrence of the first situation described above, the Company may continue to exist by amending the Articles of Association. Amendments to the Articles of Association in accordance with the provisions of the preceding paragraph shall be approved by more than two-thirds of the voting rights held by the shareholders attending the general meeting.

If the Company is being dissolved under the first, second, fourth or fifth circumstance described above, a liquidation group shall be set up within 15 days from the date of the cause of dissolution occurred to carry out the liquidation. The liquidation group consists of the personnel determined by the Directors or by the Shareholders' general meeting. If a liquidation group is not set up within the specified period, the creditors may apply to the People's Court for appointment of relevant persons to form a liquidation group to carry out the liquidation.

The liquidation group shall perform the following duties during the liquidation:

- (i) to check the assets of the Company and prepare a balance sheet and an inventory of assets;
- (ii) to notify the creditors by notice or announcement;
- (iii) to deal with the outstanding affairs of the Company connected with the liquidation;
- (iv) to settle outstanding taxes as well as taxes arising in the course of liquidation;
- (v) to settle all creditors' rights and debts;

APPENDIX V SUMMARY OF ARTICLES OF ASSOCIATION OF THE COMPANY

- (vi) to dispose of the remaining assets of the Company after the settlement of debts;
- (vii) to represent the Company in any civil proceedings.

The liquidation group shall notify the creditors within 10 days from the date of its establishment and make public announcement within 60 days of its establishment. Creditors shall report their claims to the liquidation group within 30 days after receipt of the notice, or within 45 days from the date of the announcement if they do not receive the notice.

Creditors shall provide explanation for the relevant particulars and evidence of the claims upon declaration of such claims. The liquidation group shall register the creditors' claims. During the period for declaration of claims the liquidation group shall not make any repayment to creditors.

After checking the assets of the Company and preparing a balance sheet and an inventory of assets, the liquidation group shall formulate a liquidation plan for the confirmation of Shareholders' general meetings or the People's Court.

The remaining assets of the Company, after payment of liquidation expenses, wages, social insurance contribution and statutory compensation, and taxes and debts of the Company, shall be distributed to Shareholders according to the proportion of their shareholdings.

During the liquidation period, the Company shall continue to exist but shall not carry out any business activities not relating to liquidation. The assets of the Company shall not be distributed to shareholders before the settlement of debts in accordance with the preceding paragraph.

If the liquidation group, after checking the assets of the Company and preparing a balance sheet and an inventory of assets, discovers that the Company's assets are insufficient to settle its debts, it shall immediately apply to the People's Court for a declaration of bankruptcy. After our Company is declared bankrupt by ruling of the people's court, the liquidation group shall hand over the liquidation matters to the People's Court.

Upon completion of liquidation, the liquidation group shall prepare a liquidation report, report it to the general meeting of shareholders or the people's court for confirmation, and submit it to the Company registration authority to apply for deregistration of the Company and announce the termination of the Company.

AMENDMENTS OF THE ARTICLES OF ASSOCIATION

In any of the following circumstances, our Company shall amend the Articles of Association:

- (i) if upon amendments to the Company Law, administrative regulations, departmental rules, regulatory documents or listing rules of the stock exchange of the place where the Company's Shares are [REDACTED], any terms contained in the Articles of Association become inconsistent with the provisions abovementioned;
- (ii) a change in our Company causes inconsistency with those contained in the Articles of Association; or
- (iii) a resolution being passed by the Shareholders' general meeting to amend our Articles of Association.

APPENDIX V

SUMMARY OF ARTICLES OF ASSOCIATION OF THE COMPANY

Amending the Articles of Association shall be in accordance with the following procedures:

- (i) the Board of Directors shall first adopt a resolution to amend the Articles of Association and draw up a proposal for amending the Articles of Association;
- (ii) the Board of Directors shall convene a general meeting of shareholders to vote on the proposal to amend the Articles of Association by the general meeting;
- (iii) the shareholders' meeting adopts the amendment to the Articles of Association by special resolution;
- (iv) the Company files the amended Articles of Association with the competent market supervision and management authorities of the Company.

Where the amendments to the Articles of Association passed by the Shareholders' general meetings need the examination and approval of the competent authorities, these amendments shall be submitted hereto for approval. Where the amendment of the Articles of Association involves registration, it shall be necessary to carry out the lawfully prescribed procedures for registration change.