

APPENDIX III

SUMMARY OF ARTICLES OF ASSOCIATION

This Appendix contains a summary of the principal provisions of the Articles of Association adopted in November 2024, which will become effective on the date on which the H Shares are [REDACTED] on the Stock Exchange. The main purpose of this Appendix is to provide potential [REDACTED] with an overview of the Articles of Association and it may not necessarily contain all information that is important to potential [REDACTED].

DIRECTORS AND THE BOARD OF DIRECTORS

Power to allot and issue Shares

The Articles of Association does not contain clauses that authorize the Board of Directors to allot or issue Shares. The Board of Directors shall prepare suggestions for Share allotment or issue, which are subject to approval by the Shareholders at the Shareholders’ meeting in the form of a special resolution. Any such allotment or issue shall be in accordance with the procedures stipulated in appropriate laws, administrative regulations and supervision rules of Shares [REDACTED] region.

Power to dispose assets of our Company or any subsidiary

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

Guarantees of loans to directors, supervisors or other management personnel

The external guarantee matters of the Company shall be submitted to the Board of Directors or the Shareholders’ meeting for deliberation.

The following acts of external guarantee of the Company shall be submitted to the Shareholders’ meeting for deliberation and approval:

- (1) any single guarantee for an amount more than 10% of the Company’s net assets audited in the latest period;
- (2) any guarantee to be provided after the total amount of external guarantees provided by the Company or the subsidiaries it controls has exceeded 50% of the Company’s net assets as audited in the latest period;
- (3) any guarantee to be provided for a party whose ratio of liabilities to assets exceeds 70%;
- (4) any guarantee to be provided by the Company in a single year, the total amount of which has exceeded 30% of the Company’s total assets as audited in the latest period;

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- (5) any guarantee to be provided to a Shareholder, or to an ultimate controller or its related party;
- (6) other guarantees that meet the requirements of the applicable laws, regulations, Listing Rules, or the Articles of Association shall be approved by the Shareholders' meeting.

Giving of financial assistance to purchase the shares of the Company or shares of any subsidiary

The Company shall not provide any gift, loan, security, or other financial assistance for others to obtain the shares of the Company or its parent company, except where the Company implements an employee stock ownership plan.

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

If violation of the provisions of the preceding two paragraphs causes losses to the Company, the responsible Directors, Supervisors and senior management shall be liable for compensation.

Disclosure of interests in contracts with the Company or any subsidiary

Directors shall not conclude any contract or engage in any transaction with the Company either in violation of the Articles of Association or without the approval of the Shareholders' meeting.

Remuneration

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

Retirement, appointment, removal

The Board consists of 12 Directors, including executive Directors, non-executive Directors and independent non-executive Directors, and the number of independent non-executive Directors shall not be less than three (3) and shall not be less than one-third (1/3) of all Directors.

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

Directors shall be elected or changed by the Shareholders' meeting and may be removed by the Shareholders' meeting before the expiration of their term of office. The Directors serve three-year terms and can be re-elected and reappointed at the end of the term.

The general manager or other senior managers may concurrently serve as Directors. However, the total number of Directors concurrently serving as the general manager or other senior managers shall not exceed half of the total number of Directors of the Company.

The following persons shall not serve as our Directors:

- (1) having no capacity for civil conduct or limited capacity for civil conduct;
- (2) a person who has been sentenced to criminal punishment due to corruption, bribery, embezzlement, misappropriation of property or sabotage of socialist market economic order and is within five years of the expiration of the enforcement period, or has been deprived of political rights due to criminal offences and is within five years of the expiration of the enforcement period; in case of a suspended sentence, not more than two years have elapsed since the date of expiry of the probationary period;
- (3) a person who is a former director, factory manager or general manager of a company or enterprise which has entered into insolvent liquidation and who is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the insolvent liquidation of such company or enterprise;
- (4) a person who served as the legal representative of a company or enterprise which has its business license revoked or is ordered to close down due to violation of the law and who is personally liable, where less than three years have elapsed since the date of revocation of the business license or the order for closure of such company or enterprise;
- (5) being listed as a dishonest person subject to enforcement by the people's court due to his/her failure to pay off a relatively large amount of debts which has fall due;
- (6) a person who is banned by the CSRC from access to the securities market, and the ban has not expired;
- (7) other contents required by laws, regulations, prescriptive documents or Listing Rules.

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If a Director is elected or appointed in violation of this article, such election, appointment or engagement shall be invalid. The Company shall remove a Director from office if any of the circumstances set forth in this article occurs during the Director's term of office.

Borrowing powers

The Board has the power to make proposals in relation to the issue of bonds and the [REDACTED] of the shares of the Company, and such issue of bonds is subject to the approval of the Shareholders at the Shareholders' meeting. The Shareholders' meeting may authorize the Board of Directors to make resolutions on the issuance of corporate bonds.

Duties

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

- (1) shall not abuse their authority by accepting bribes or other illegal income, and shall not encroach on the Company's property;
- (2) shall not misappropriate company funds;
- (3) shall not deposit the Company's assets into accounts held in their own names or in the name of any other individual;
- (4) shall not, in violation of the Articles of Association, loan Company's funds to any other person or give Company's assets as security for any other person without the approval of the Shareholders' meeting or the Board of Directors;
- (5) shall not conclude any contract or engage in any transaction with the Company either in violation of the Articles of Association or without the approval of the Shareholders' meeting;
- (6) shall not use the advantages provided by their own positions to pursue business opportunities that properly belong to the Company to engage in the same business as the Company either for their own account or for the account of any other person without the approval of the Shareholders' meeting;
- (7) shall not accept commissions paid by others for transactions conducted with the Company as their own;
- (8) shall not disclose the Company's confidential information;
- (9) shall not abuse their connected relationships to damage the Company's interests;

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- (10) other duties of loyalty stipulated in laws, administrative regulations, departmental rules, security regulatory rules for the place where the Company's shares are [REDACTED] and the Articles of Association.

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

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

- (1) shall prudently, earnestly and diligently exercise the powers the Company grants to them to ensure that the Company conducts its commercial activities in a manner that complies with the requirements of state laws, administrative regulations and state economic policies, and that the Company's commercial activities do not go beyond the scope of the business activities stipulated in the Company's business license;
- (2) shall treat all Shareholders fairly;
- (3) shall maintain a timely awareness of the operation and management of the Company;
- (4) shall sign written statements confirming the regular reports of the Company, and ensure that the information disclosed by the Company is true, accurate and complete;
- (5) shall provide accurate information and materials to the Supervisory Committee and shall not obstruct the Supervisory Committee or Supervisors from performing its or their duties;
- (6) other duties of diligence stipulated in the laws, administrative regulations, departmental rules, the Listing Rules and Articles of Association.

MODIFICATION OF THE ARTICLE OF ASSOCIATION

Our Company may amend the Articles of Association based on the provisions of the laws, administrative regulations and Articles of Association.

In the event that the amendments to the Articles of Association passed by the Shareholders' 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.

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VARIATION OF RIGHTS OF EXISTING SHARES OR CLASSES OF SHARES

The Company’s shares are in the form of registered share and divided into Class A Ordinary Shares and Class B Ordinary Shares. Shareholders are only entitled to receive Shares when the Board of Directors decides to issue them. The share certificate representing Class B Ordinary Shares (if any) must prominently state “a company controlled through weighted voting rights”.

The shares of the Company shall be issued under the principles of openness, fairness and impartiality, and each of the Shares of the same class shall carry the same rights. Each of the same class of Shares in the same issue shall carry the same issue terms and price. Each of the Shares of the same class shall be subscribed for at the same price by any entity or individual in the same issue.

All Shareholders of the Company agree that only the following Shareholders hold Class A Ordinary Shares: Tianjin Geek Chuangxiang, Tianjin Geek Chuangzhi, Tianjin Geek Juhe and Tianjin Geek Heying. Other Shareholders of the Company hold Class B Ordinary Shares.

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

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

- (1) the aggregate number of votes entitled to be cast by all holders of Class B Ordinary Shares (for the avoidance of doubt, excluding those who are also holders of Class A Ordinary Shares and the Company’s shares that have been repurchased but have not been transferred or cancelled) present at a Shareholders’ meeting to be less than 10% of the votes entitled to be cast by all Shareholders at a Shareholders’ meeting (excluding the Company’s shares that have been repurchased but have not been transferred or cancelled); or
- (2) an increase in the proportion of Class A Ordinary Shares to the total number of Shares in issue.

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

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

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

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

and where necessary, the holders of Class A Ordinary Shares shall use their best endeavours to enable the Company to comply with this Article.

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

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

Each Class A Ordinary Share is convertible into one Class B Ordinary Share at any time by the holder thereof, such right to be exercisable by the holder of the Class A Ordinary Share delivering a written notice to the Company that such holder elects to convert a specified number of Class A Ordinary Shares into Class B Ordinary Shares. The conversion of Class A Shares into Class B Shares shall be processed in accordance with relevant laws and regulations, the Articles of Association, and the securities regulatory rules of the place where the Company's shares are [REDACTED].

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Class A Ordinary Shares shall only be held by the WVR Beneficiaries or a vehicle wholly owned and wholly controlled by the WVR Beneficiaries (“WVR Beneficiaries Holding Vehicle”) subject to the Listing Rules and other applicable laws or regulations, each Class A Ordinary Share must be automatically converted into one Class B Ordinary Share upon the occurrence of any of the following events:

- (1) the death of the holder of such Class A Ordinary Share (or, where the WVR Beneficiary is a WVR Beneficiary Holding Vehicle, the death of the WVR Beneficiary holding and controlling such WVR Beneficiary Holding Vehicle);
- (2) the holder of such Class A Ordinary Share (or, where the holder is a Founder Holding Vehicle, the Founder holding and controlling such Founder Holding Vehicle) ceasing to be a Director for any reason;
- (3) the holder of such Class A Ordinary Share (or, where the holder is a WVR Beneficiary Holding Vehicle, the WVR Beneficiary holding and controlling such WVR Beneficiary Holding Vehicle) being deemed by the Stock Exchange to be incapacitated for the purpose of performing their duties as a Director;
- (4) the holder of such Class A Ordinary Share (or, where the holder is a WVR Beneficiary Holding Vehicle, the WVR Beneficiary holding and controlling such WVR Beneficiary Holding Vehicle) being deemed by the Stock Exchange to no longer meet the requirements of a director set out in the Listing Rules; or
- (5) the transfer to another person of the beneficial ownership of, or economic interest in such Class A Ordinary Share or the Control over the voting rights attached to such Class A Ordinary Share (through voting proxies or otherwise), including where a WVR Beneficiary Holding Vehicle holding such Class A Ordinary Share no longer complies with Rule 8A.18(2) of the Listing Rules (in which event the Company and such WVR Beneficiary Holding Vehicle or the WVR Beneficiary holding and controlling such WVR Beneficiary Holding Vehicle shall notify the Stock Exchange of the details of the non-compliance as soon as practicable), other than (i) the grant of any lien, pledge, charge or other encumbrance over such Class A Ordinary Share which does not result in the transfer of the legal title to or beneficial ownership of, or the voting rights attached to, such Class A Ordinary Share, until it is transferred upon the enforcement of such lien, pledge, charge or other encumbrance, and (ii) a transfer of the legal title to such Class A Ordinary Share by a WVR Beneficiary to a WVR Beneficiary Holding Vehicle wholly owned and wholly Controlled by such WVR Beneficiary, or by a WVR Beneficiary Holding Vehicle to the WVR Beneficiary holding and controlling it or another WVR Beneficiary Holding Vehicle wholly-owned and wholly Controlled by such WVR Beneficiary.

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For the avoidance of doubt, a transfer shall be deemed to have occurred under this Article if the holder of the Class A Ordinary Share enters into any arrangement or understanding with any person who is not the WVR Beneficiary holding and controlling such holder or a WVR Beneficiary Holding Vehicle wholly-owned and wholly Controlled by the WVR Beneficiary holding and controlling such holder, to the extent that this would result in a transfer of weighted voting rights from such holder of Class A Ordinary Shares to such person.

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

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

SPECIAL RESOLUTIONS

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

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

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

VOTING RIGHTS

WVR must attach only to the Class A Ordinary Shares and confer on the WVR Beneficiaries enhanced voting power on resolutions tabled at the Company’s Shareholders’ meeting only. In all other respects, the rights attached to the Class A Ordinary Shares must otherwise be the same as the rights attached to the Class B Ordinary Shares. On any resolution tabled at the Company’s Shareholders’ meeting, each Class A Ordinary Share shall entitle its holder to ten votes and each Class B Ordinary Share shall entitle its holder to one vote. Notwithstanding, each Class B Ordinary Share and each Class A Ordinary Share shall entitle its holder to one vote on a poll at Shareholders’ meeting in respect of a resolution on any of the following matters:

- (1) the election and change of Supervisors and members of the Audit Committee (where the Audit Committee exercises the functions and powers of the Supervisory Committee and the Company does not have a Supervisory Committee or Supervisors);

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- (2) any amendment to the Articles of Association, including the variation of the rights attached to any class of Shares;
- (3) the appointment, election or removal of any Independent Non-executive Director;
- (4) the appointment or removal of an accounting firm; or
- (5) the voluntary winding-up of the Company.

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

The shares of the Company held by it carry no voting rights and such part of shares shall not be counted into the total number of shares carrying voting rights at the shareholders’ meeting.

REQUIREMENTS FOR SHAREHOLDERS’ MEETING

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

ACCOUNTS AND AUDIT

Financial and accounting policies

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

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

Appointment and dismissal of Accountants

The Company employs an accounting firm that complies with the PRC Securities Law to conduct accounting statement audit, net asset verification and other related consulting services. The employment period is one year, and can be renewed.

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The appointment of an accounting firm by the Company must be determined by the Shareholders’ meeting and the Board shall not appoint an accounting firm before the decision of the Shareholders’ meeting.

The Company guarantees to provide the engaged accounting firm with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information, and shall not refuse to provide, conceal or falsify such documents.

When the Company dismisses or does not renew the engagement of the accounting firm, it shall notify the accounting firm 30 days in advance. The accounting firm shall be allowed to make representations at the Shareholders’ meeting of the Company when voting on the dismissal of the accounting firm. Where the accounting firm resigns, it shall make clear to the Shareholders’ meeting whether there is any irregularity in the Company.

NOTICE OF SHAREHOLDERS’ MEETINGS AND BUSINESS TO BE CONDUCTED THEREAT

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

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

The independent on-executive directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. For such proposal, the Board of Directors shall, in accordance with laws, administrative regulations, the Listing Rules of the Hong Kong Stock Exchange and the Articles of Association, make a written response as to whether or not it agrees to convene an extraordinary general meeting, within 10 days upon receipt of such proposal. If the Board agrees to convene the extraordinary Shareholders’

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meeting, it shall issue a notice of convening the meeting within five days after the resolution of the Board is made; if the Board does not agree to hold the extraordinary Shareholders' meeting, it shall explain the reasons and make an announcement.

The Supervisory Committee has the right to propose to the Board to convene an extraordinary Shareholders' meeting, and such proposal shall be made in writing. The Board shall, in accordance with the laws, regulations and the Articles of Association, give a written reply on whether to agree or disagree with the convening of the extraordinary Shareholders' meeting within ten days after receiving the proposal.

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

If the Board does not agree to convene the extraordinary Shareholders' meeting or fails to give feedback within ten days after receiving the proposal, it shall be deemed that the Board is unable or fails to perform its duty of convening the Shareholders' meeting, and the Supervisory Committee may convene and preside over the meeting on its own initiative.

Shareholders, individually or jointly, holding 10% or more of the voting rights of the Company (on a one vote per share basis and, for the avoidance of doubt, the Company's shares that have been repurchased but have not been transferred or cancelled shall have no voting right) may request the Company to convene an extraordinary general meeting or convene and preside over such meeting by itself/themselves in accordance with the sixth paragraph of Article 56 of the Articles of Association, subject to the following procedures:

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

If the Board of Directors agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within 5 days after the resolution of the Board of Directors is passed. Changes made to the original request in the notice shall be approved by the relevant shareholder.

If the Board of Directors disagrees to convene the extraordinary general meeting, or fails to give feedback within 10 days after receipt of the request, shareholders, individually or jointly, holding 10% or more of the voting rights of the Company (on a one vote per share basis

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and, for the avoidance of doubt, the Company's shares that have been repurchased but have not been transferred or cancelled shall have no voting right) may request the Supervisory Committee to convene an extraordinary general meeting, and such request shall be made to the Supervisory Committee in writing.

If the Supervisory Committee agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within 5 days after the receipt of the request. Changes made to the original proposal in the notice shall be approved by the relevant shareholder.

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

When the Company convenes and decides to convene a general meeting, the shareholder(s) individually or in aggregate holding more than 1% of the shares of the Company shall have the right to propose additional proposals in a manner stipulated in Article 61 of these Articles.

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

The shareholder(s) individually or jointly holding more than 1% of the Company's shares may submit the interim proposal in writing to the convener of a shareholders' meeting in writing 10 days prior to the meeting. The convener shall issue a supplementary notice of the shareholders' meeting and announce the contents of such interim proposal within 2 days after receipt thereof and submit the same to the shareholders' meeting for consideration, provided that the interim proposal may not violate laws, administrative regulations or the provisions of the Articles of Association, or fall within the scope of authority of the shareholders' meeting. For the issuance of the supplemental notice of the shareholders' meeting, if there are special provisions under the securities regulatory rules of the place where the Company's shares are [REDACTED], such provisions shall prevail, provided that the Company Law and the Guidelines on the Bylaws of Listed Companies and other applicable domestic laws and regulations are not violated. If the shareholders' meeting shall be postponed due to the issuance of a supplemental notice of the shareholders' meeting in accordance with the securities regulatory rules of the place where the Company's shares are [REDACTED], the convening of the shareholders' meeting shall be postponed pursuant to the provisions of the securities regulatory rules of the place where the Company's shares are [REDACTED].

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

Proposals which are not specified in the notice of the shareholders' meeting or which do not comply with Article 60 of the Articles of Association shall not be voted and resolved at the shareholders' meeting.

The convener will notify all Shareholders at least twenty (20) days before the annual Shareholders' meeting and the extraordinary Shareholders' meeting will notify all Shareholders at least fifteen (15) days before the meeting. When calculating the starting period, the date of the meeting shall not be included.

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

- (1) the time, place and duration of the meeting;
- (2) matters and proposals submitted to the meeting for consideration;
- (3) in plain language: all Shareholders have the right to attend the Shareholders' meeting, and may entrust a proxy in writing to attend the meeting and vote. Such a proxy does not need to be a Shareholder of the Company;
- (4) the shareholding registration date of the Shareholders entitled to attend the Shareholders' meeting;
- (5) name and telephone number of the permanent contact person for conference affairs;
- (6) voting time and voting procedures on the Internet or in other ways;
- (7) other content stipulated by laws, administrative regulations, Listing Rules and the Articles of Association.

The notice and supplementary notice of the Shareholders' meeting shall fully and completely disclose all the specific contents of all proposals, as well as all the materials or explanations required to enable the Shareholders to make a reasonable judgment on the matters to be discussed. If the matter to be discussed needs the opinion of independent non-executive Directors, the opinions and reasons of independent non-executive Directors shall be disclosed at the same time when the notice or supplementary notice of Shareholders' meeting is issued.

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

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

- (1) to elect or change the Directors or Supervisors who are not representatives of the employees and decide on matters relating to the remuneration of Directors and Supervisors;
- (2) to consider and approve reports of the Board of Directors and the Supervisory Committee;
- (3) to consider and approve the Company’s proposals for profit distribution and for recovery of losses;
- (4) to consider the annual report of the Company;
- (5) to resolve on the Company’s appointment or dismissal of accounting firms, as well as on matters of remuneration of the accounting firms;
- (6) other matters requiring the approval by way of ordinary resolutions in accordance with the laws, administrative regulations, the Listing Rules or the Articles of Association.

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

- (1) the increase or reduction in the Company’s registered capital;
- (2) the merger, division, dissolution, liquidation or change of the form of the Company;
- (3) to amend the Articles of Association of the Company;
- (4) the Company’s purchase or disposal of major assets or providing any security for others within one year in an amount exceeding 30% of the latest audited total assets of the Company;
- (5) equity incentive plans;
- (6) other matters required by laws, administrative regulations, the Listing Rules or the Articles of Association, or resolved at a Shareholders’ meeting, by an ordinary resolution, to be of a nature that may have a material impact on the Company and should be adopted by special resolution.

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

If the content of the resolutions of the Shareholders’ meeting and the Board of the Company violate the laws, regulations and prescriptive documents, the Shareholders shall have the right to request the people’s court to hold it invalid.

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

TRANSFER OF SHARES

Shares of the Company issued prior to the public issue of Shares may not be transferred within one year of the date of the Company’s [REDACTED] on a stock exchange.

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

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

When any Shareholder, holding more than 5% of the Company’s shares, except for the recognized clearing house as defined in the relevant ordinances of Hong Kong laws in force from time to time or its agent, of the Company or any Director, Supervisor, senior management of the Company disposes of his/her/its stock or other securities with an equity nature in the Company within 6 months of purchase, or purchases stock again within 6 months after disposal, the [REDACTED] derived therefrom shall be retained for the benefit of the Company and be revoked by the Board of Directors of the Company. However, the disposals by [REDACTED] companies holding more than 5% of the shares in the Company due to the fact that their [REDACTED] Shares remain unsubscribed and other circumstances stipulated by the CSRC shall not be subject to the restriction.

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

POWER OF OUR COMPANY TO PURCHASE ITS OWN SHARES

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

- (1) the Company decreases its registered capital;
- (2) the Company is combined with any other company holding shares of the Company;
- (3) the Company uses Shares for employee share ownership plan or equity incentives;
- (4) against a combination or division resolution of the Shareholders' meeting, any Shareholders of the Company request the Company to purchase their Shares;
- (5) using Shares to convert corporate bonds issued by the Company that may be converted into the stock; and
- (6) required for maintaining the corporate value and Shareholders' equity of the Company.

Repurchase of the Company's shares can be carried out in a public and centralized manner, or other ways approved by the laws and administrative regulations and the CSRC and the securities regulatory authority of the place where the Company's shares are [REDACTED]. Repurchase of the Company's shares in the circumstances as stipulated in items (3), (5) or (6) of the preceding paragraph shall be carried out in a public and centralized manner.

Repurchase of the Company's shares in the circumstances as stipulated in items (i) or (ii) of Article 30 hereunder shall be resolved at a shareholders' meeting; repurchase of the Company's shares in the circumstances as stipulated in items (iii) or (v) of Article 30 hereunder shall be resolved at a Board meeting with more than two-thirds of the directors present in accordance with the requirements of the Articles of Association.

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After the Company repurchases its own shares in accordance with Article 30 hereunder, in the case of item (i) of Article 30 hereunder, the Company shall cancel those shares within 10 days from the date of repurchase; in the case of items (ii) and (iv), the Company shall transfer or cancel those shares within 6 months; and in the case of items (iii) and (v), the shares of the Company held by itself shall, in aggregate, not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within 3 years.

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

There are no provisions in the Articles of Association relating to ownership by subsidiary of our Company of Shares in its parent.

DIVIDENDS AND OTHER METHODS OF DISTRIBUTION

The Company may distribute dividends in cash or stock. After the Shareholders' meeting of the Company makes a resolution on profit distribution plan, the Board of Directors of the Company shall complete distribution of dividend (or share) within two months after such Shareholders' meeting.

SHAREHOLDER PROXIES

The Shareholders may attend and vote at the Shareholders' meeting in person or by proxy.

Any proxy statement issued by a Shareholder who authorizes a proxy to attend the Shareholders' meeting on his behalf shall include the following details:

- (1) the name of the proxy;
- (2) agency matters and authority;
- (3) respective instructions on affirmative, negative or abstention voting on each item for consideration listed in the Shareholders' meeting agenda;
- (4) the issuance date and valid period of the proxy statement;
- (5) the signature (or seal) of the Shareholder. If the principal is a corporate Shareholder, the corporate seal shall be affixed.

The proxy form shall be lodged with the domicile of the Company or other places specified in the notice for convening the meeting before the relevant meeting for voting according to the proxy form, or before the designated time of voting.

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

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CALLS ON SHARES AND FORFEITURE OF SHARES

There are no provisions in the Articles of Association relating to calls on Shares and forfeiture of Shares.

INSPECTION OF REGISTER OF SHAREHOLDERS

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

RIGHTS OF THE MINORITIES IN RELATION TO FRAUD OR OPPRESSION THEREOF

The Controlling Shareholder(s) and de facto controller(s) of the Company shall not use the connected relations to damage the interests of the Company; otherwise, they shall be liable for compensation for any loss incurred to the Company.

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

QUORUM FOR SHAREHOLDERS’ MEETINGS

There are no provisions in the Articles of Association relating to quorum for Shareholders’ meetings.

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PROCEDURES ON LIQUIDATION

The Company may be dissolved for the following reasons:

- (1) the term of operation stipulated in the Articles of Association has expired or circumstances for dissolution specified in the Articles of Association arises;
- (2) a resolution for dissolution is passed at a Shareholders’ meeting;
- (3) merger or division of the Company entails dissolution;
- (4) the business license is revoked or the Company is ordered to close down or be deregistered according to the law;
- (5) the people’s court dissolves the Company in accordance with Article 182 of the Company Law.

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

In the circumstance set out in item (1) and (2) above, and the Company has not distributed property to the Shareholders, the Company may continue to subsist by amending the Articles of Association or by a resolution of the Shareholders’ meeting.

Amendments to the Articles of Association or a resolution of the Shareholders’ meeting pursuant to the preceding paragraph shall be subject to the approval of more than two-thirds of the voting rights held by the Shareholders attending the Shareholders’ meeting.

If the Company is dissolved pursuant to items (1), (2), (4) and (5) as mentioned above, it shall establish a liquidation committee within 15 days after the circumstance for dissolution arises. The liquidation committee shall consist of the Directors or members determined by the Shareholders’ meeting. Where the liquidation obligors fail to perform their liquidation obligations in a timely manner, causing any loss to the Company or any creditor, the liquidation obligors are liable in damages.

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

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

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

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

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

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

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

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

OTHER PROVISIONS MATERIAL TO THE COMPANY OR ITS SHAREHOLDERS

General Provisions

Our Company is a permanently existing joint stock limited company.

All the assets of the Company are divided into Shares of equal value. The Shareholders are responsible for the Company to the extent of their subscribed Shares, and the Company is responsible for the Company’s debts with all its assets.

The Articles of Association shall, from the date on which they take effect, be the legally binding document that regulates the organization and activities of the Company and the relationship of rights and obligations as between the Company and the Shareholders and among the Shareholders, and shall be legally binding on the Company, the Shareholders, the Directors, the Supervisors and senior officers. Based on the Articles of Association, any Shareholder may

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bring a lawsuit against another Shareholder, a Director, a Supervisor, a manager or any other senior officer. Any Shareholder may bring a lawsuit against the Company, and the Company may bring a lawsuit against any Shareholder, Director, Supervisor, manager or any other senior management.

Shareholders

The Shareholders of the Company shall have the following rights:

- (1) to receive dividends and profit distributions in any other form in proportion to the Shares they hold;
- (2) to lawfully require, convene, preside over or attend Shareholders' meetings either in person or by proxy and exercise the corresponding voting right;
- (3) to supervise, make recommendations or make inquiries about the operations of the Company;
- (4) to transfer, bestow or pledge the Shares held by them in accordance with laws, administrative regulations and provisions of the Articles of Association;
- (5) to inspect and duplicate the Articles of Association, the register of Shareholders, the minutes of Shareholders' meeting, the resolutions of the Board of Directors, the resolutions of the Supervisory Committee, and the financial reports of the Company;
- (6) in the event of the termination or liquidation of the Company, to participate in the distribution of the remaining property of the Company in proportion to the Shares held by them;
- (7) to require the Company to buy their Shares in the event of their objection to resolutions of the Shareholders' meeting concerning merger or division of the Company;
- (8) other rights stipulated by laws, administrative regulations, departmental rules, Listing Rules or the Articles of Association.

The Shareholders of the Company shall have the following obligations:

- (1) to observe laws, administrative regulations and the Articles of Association;
- (2) to pay capital contribution as per the Shares subscribed for and the method of subscription;
- (3) not to withdraw Shares unless in the circumstances stipulated by laws and regulations;

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- (4) not to abuse Shareholder’s right to harm the interests of the Company or other Shareholders; not to abuse the Company’s position as an independent legal person or Shareholder’s limited liability protection to harm the interests of the creditors of the Company;

If any Shareholder of the Company abuses his/her Shareholder’s right, thereby causing any loss to the Company or other Shareholders, the said Shareholder shall be liable for compensation according to law. If any Shareholder of the Company abuses the Company’s position as an independent legal person or Shareholder’s limited liability protection for the purpose of evading repayment of debts, thereby seriously damaging the interests of the creditors of the Company, the said Shareholder shall bear joint and several liabilities for the Company’s debts.

- (5) to fulfil other obligations stipulated by laws, administrative regulations and the Articles of Association.

The Board of Directors

The Board of Directors shall perform the following duties and powers:

- (1) to convene Shareholders’ meetings and report to Shareholders’ meetings;
- (2) to implement resolutions of Shareholders’ meetings;
- (3) to determine the Company’s business plans and investment programs;
- (4) to prepare the profit distribution plan and loss makeup plan of the Company;
- (5) to formulate proposals for the Company in respect of increase or reduction of registered capital, issue of bonds or other securities and the [REDACTED] thereof;
- (6) to formulate plans for material acquisitions, purchase of shares of the Company, merger, division, dissolution or transformation of the Company;
- (7) to determine, within the authority granted by the Shareholders’ meeting, such matters as external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management and connected transactions etc.;
- (8) to determine the establishment of the internal management organizations of the Company;

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- (9) to decide on appointing or dismissing general manager and secretary to the Board; to decide on appointing or dismissing senior management including vice general manager(s) and chief financial officer of the Company in accordance with the nominations by general manager, and to decide on their remunerations, rewards and penalties;
- (10) to set up the basic management system of the Company;
- (11) to formulate the proposals for any amendment to the Articles of Association;
- (12) to propose to the Shareholders' meeting the appointment or change of the accounting firms which provide audit services to the Company;
- (13) to listen to work reports of the general manager of the Company and review his work;
- (14) Other functions and powers granted by laws, administrative regulations, departmental rules, the Listing Rules or these Articles of Association.

Matters beyond the scope of authorization of the Shareholders' meeting shall be submitted to the Shareholders' meeting for deliberation.

Secretary of the Board of Directors

The Company shall appoint a secretary of the Board of Directors, who shall be responsible for preparing for Shareholders' meetings and meetings of the Board of Directors, the retention of documents, the management of materials on Shareholders, and handling of information disclosure and other matters.

Supervisory Committee

The Company shall have a Supervisory Committee. The Supervisory Committee shall consist of three Supervisors, including Shareholder representative Supervisors and an appropriate proportion of the employee representative Supervisors, of which the proportion of the employee representative Supervisors shall not be less than one-third. The Shareholder representative Supervisors shall be elected by the Shareholders' meeting, and the employee representative Supervisors shall be elected by the employees of the Company through the employee representative meeting, the employee meeting or other forms of democratic election. The Supervisory Committee shall have one chairman. The chairman of the Supervisory Committee shall be elected by more than half of all Supervisors. The chairman of the Supervisory Committee shall summon and preside over the meetings of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his/her duties, a Supervisor shall be jointly elected by more than half of the Supervisors to summon and preside over the meetings of the Supervisory Committee.

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The Supervisory Committee shall exercise the following functions and powers according to law:

- (1) reviewing the regular reports of the Company prepared by the Board of Directors and submit its written opinions thereon;
- (2) to examine the financial matters of the Company;
- (3) to supervise the performance of the Directors and senior management in the course of performing their duties, and proposing the removal of Directors or senior management who violate the laws, administrative regulations or the Articles of Association or resolutions of Shareholders’ meeting;
- (4) to require Directors and senior management to make corrections when their conduct is detrimental to the Company’s interests;
- (5) to propose the convening of an extraordinary Shareholders’ meeting, and to summon and preside over the Shareholders’ meeting when the Board fails to perform the duty of summoning and presiding over the Shareholders’ meeting under the Company Law;
- (6) to submit proposals to the Shareholders’ meeting;
- (7) to initiate actions against Directors and senior management personnel in accordance with the Company Law and the Articles of Association;
- (8) to carry out investigations when abnormalities in the Company’s operations are discovered; if necessary, professional organizations such as accounting firms and law firms may be engaged to assist in its work at the Company’s expense;
- (9) other functions and powers stipulated by laws, administrative regulations, the Articles of Association or the Shareholders’ meeting.

General manager

The Company shall appoint a general manager and may appoint several deputy general managers, who shall be appointed or dismissed by the Board.

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

- (1) to be in charge of the production, operation and management of the Company, organize the implementation of the resolutions of the Board and report to the Board;

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- (2) to organize the implementation of the Company’s annual business plan and investment plan;
- (3) to formulate plans for the establishment of the Company’s internal management structure;
- (4) to formulate the basic management system of the Company;
- (5) to formulate the specific rules and regulations of the Company;
- (6) to propose to the Board the appointment or dismissal of the Company’s deputy general managers and chief financial officer;
- (7) to decide on the appointment or dismissal of management personnel other than those required to be appointed or dismissed by the Board;
- (8) other functions and powers conferred by the Articles of Association or the Board and the Listing Rules.

The general manager shall be present at meetings of the Board; the general manager who is not a Director shall have no voting rights at the Board meetings. The deputy general manager shall assist the general manager in his work and be responsible to the general manager.

Reserve funds

When distributing the after-tax profits of the current year, the Company shall allocate 10% of the profits into its statutory reserve fund. If the accumulated amount of the Company’s statutory reserve fund is more than 50% of the registered capital of the Company, further appropriation is not necessary.

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

After the Company has withdrawn the statutory reserve fund from the after-tax profit, it may also withdraw discretionary reserve fund from the after-tax profit upon the resolution of the Shareholders’ meeting.

After the Company has made up for its losses and made allocations to its common reserve fund, the remaining after-tax profits shall be distributed to the Shareholders in proportion to their shareholdings, except for those shall not be distributed in proportion to their shareholdings as stipulated in the Articles of Association.

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If the Shareholders’ meeting, in violation of the provisions of the preceding paragraph, distributes profits to Shareholders before the Company makes up for losses and makes allocations to the statutory common reserve fund, the Shareholders shall return the profits distributed in violation of the provisions to the Company.

The shares of the Company held by the Company shall not participate in profit distribution.

Company reserve funds shall be used to cover Company’s losses, expand production and operations, or converted to increase the Company’s capital. Where the reserve funds of the Company is used for making up losses, the discretionary reserve fund and statutory reserve fund shall be used first. If such losses still cannot be made up, the capital reserve fund can be used.

After converting statutory reserve funds into capital, the amount remaining in the statutory reserve fund shall be no less than 25% of the Company’s registered capital before such conversion.

Compliance adviser

The Company shall appoint a Compliance Adviser on a permanent basis commencing on the [REDACTED]. The Directors shall consult with and, if necessary, seek advice from the Compliance Adviser, on a timely and on-going basis, in the following circumstances:

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

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

- (1) the weighted voting rights structure of the Company;
- (2) transactions in which holders of Class A Ordinary Shares have an interest;
- (3) where there is a potential conflict of interest between the Company, a subsidiary of the Company and/or the Shareholders (considered as a group) on the one hand, and any holder of Class A Ordinary Shares on the other; and
- (4) other matters for which compliance consultants are required to be consulted under the Listing Rules.

Communication with Shareholders

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

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

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

- (1) identify the holders of Class A Ordinary Shares (and, where a holder is a WVR Beneficiary Holding Vehicle, the WVR Beneficiary holding and controlling such vehicle);
- (2) disclose the impact of a potential conversion of Class A Ordinary Shares into Class B Ordinary Shares on its share capital; and
- (3) disclose all circumstances in which the weighted voting rights attached to the Class A Ordinary Shares will cease.