Anjoy Foods Group Co., Ltd.

Articles of Association

November 2025

CONTENTS

CHAPTER 1 GENERAL PROVISIONS

Article 1 The Articles of Association is formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines on Articles of Association of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") and other relevant regulations for the purposes of regulating the organization and conducts of Anjoy Foods Group Co., Ltd. (hereinafter referred to as the "Company"), and safeguarding the legitimate rights and interests of the Company, its shareholders, employees and creditors.

Article 2 The Company is a joint stock limited company incorporated pursuant to the Company Law and other relevant regulations in the PRC.

The Company was established by way of promotion through the overall change of its predecessor, Xiamen Huashun Minsheng Foods Co., Ltd. (廈門華順民生食品有限公司) (hereinafter referred to as "Xiamen Huashun Minsheng"). It had completed the registration at the Xiamen Administration for Industry and Commerce and obtained the Business License of Enterprise Legal Person (Unified Social Credit Code: 913502007054909195).

Article 3 Upon the approval by China Securities Regulatory Commission (hereinafter referred to as the "CSRC") (Zheng Jian Xu Ke [2017] No.152) on January 20, 2017, the Company initially issued 54.01 million RMB ordinary shares to the public, and was listed on the Shanghai Stock Exchange (hereinafter referred to as the "SSE") on February 22, 2017. Upon the filing with the CSRC on May 15, 2025, the Company issued 39,994,700 overseas listed shares (hereinafter referred to as the "H shares") in Hong Kong. The aforesaid H shares were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange", and together with the SSE as the "Stock Exchanges") on July 4, 2025.

Article 4 The registered name of the Company: Anjoy Foods Group Co., Ltd.

Article 5 Company address: No. 2508, Xinyang Road, Haicang District, Xiamen; Postcode: 361022.

Article 6 The registered capital of the Company is RMB333,288,932.

Article 7 The business term of the Company starts from December 24, 2001 with perpetual existence.

Article 8 The chairman of the board of directors shall be the legal representative of the Company. If the chairman of the board of directors resigns, he/she shall be deemed to also resign as the legal representative. If the legal representative resigns, the Company shall appoint a new legal representative within 30 days of the date of such resignation.

Article 9 The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company.

Restrictions on the powers of the legal representative under the Articles of Association or by the shareholders' meeting shall not be asserted against a bona fide counterparty.

If the legal representative causes damage to others while performing his/her duties, the Company shall bear civil liability. After assuming civil liability, the Company may recover compensation from the legal representative who is at fault in accordance with the law or the Articles of Association.

Article 10 All the assets of the Company are divided into shares of equal par value. Each shareholder shall be liable to the Company to the extent of the shares as held by such shareholder. The Company shall be liable for its debts to the extent of all its properties.

Article 11 From the date when the Articles of Association took effect, it shall become the document legally binding the governance over the organization and activities of the Company, as well as the relationship between the Company and its shareholders and that between the shareholders. It is also a document with legally binding effect on the Company and its shareholders, directors and senior management members. Shareholders may, in accordance with the Articles of Association, bring litigation against each other. The shareholders may bring litigations against the directors and senior management members of the Company. The shareholders may bring litigation against the Company, and the Company may bring litigation against shareholders, directors and senior management members.

Article 12 Senior management members referred to herein shall refer to the general manager, deputy general managers, secretary to the board of directors and chief financial officer of the Company.

CHAPTER 2 BUSINESS OBJECTIVE AND SCOPE

Article 13 The Company's business objective is to adhere to its business philosophy of "food for the people (食以民為天)".

Article 14 The legally registered business scope of the Company is: food production. (For projects subject to approval according to the laws, business activities can only be carried out after obtaining the approval of the relevant departments. The specific operation projects are subject to the approval documents or licenses of the relevant departments.) General projects: meat products and by-products processing (except for western-style meat products processing projects with an annual output of 3,000 tons and below; processing of surimi products and dried and salted aquatic products (except for frozen marine surimi production lines); food sales (only selling prepackaged food); sales of food additives; purchase of primary agricultural products; import and export of goods; food import and export; technology import and export; import and export agency; technical service, technology development, technology consultation, technology exchange, technology transfer, technology promotion. (Except for projects subject to approval according to the laws, business activities can be conducted independently with the business license in accordance with the laws).

CHAPTER 3 SHARES

Section 1 Issuance of Shares

Article 15 The shares of the Company are issued in the form of registered share certificates.

Article 16 The issuance of shares by the Company shall adhere to the principles of openness, fairness and justice. Each share of the same class shall rank pari passu with each other.

Shares of a class in each issuance shall be issued under the same terms and at the same price. Any entity or person shall pay the same price for each of the shares they subscribe.

Article 17 The shares issued by the Company, including A shares and H shares, are all denominated in RMB. The shares issued by the Company and listed on the SSE are hereinafter referred to as the "A shares"; the shares issued by the Company and listed on the Hong Kong Stock Exchange are hereinafter referred to as the "H shares". Upon a resolution at the shareholders' meeting of the Company, the Company may convert all issued shares with par value into shares without par value or convert all shares without par value into shares with par value.

Article 18 The A shares issued by the Company are centrally deposited with the Shanghai Branch of China Securities Depositary and Clearing Corporation Limited. The H shares issued by the Company shall primarily be deposited in the custodian company of the Hong Kong Securities Clearing Company Limited in accordance with the laws and practices for securities registration and depository of the place where the shares of the Company are listed, or may also be held by shareholders in their own names.

Article 19 The details of each shareholder and their shareholding ratio (including the name of promoters, the number of shares subscribed, the shareholding ratio and the type of shares) before the listing of the Company's A shares are as follows:

No.	Name of shareholders	Number of shares held (shares)	Shareholding ratio (%)	Type of shares
1	Xinjiang Guoli Minsheng Equity Investment Co., Ltd. (新疆國力民生股權投資有限公司)	93,190,570	57.51	Promoter shares
2	Liu Mingming	27,314,540	16.86	Promoter shares
3	Zhang Qingmiao	11,550,000	7.13	Promoter shares
4	Lv Wenbin	9,239,890	5.70	Promoter shares
5	Huang Jianlian	6,352,500	3.92	Promoter shares
6	Huang Qingsong	6,352,500	3.92	Promoter shares
7	Shenzhen Xiushui Investment Co., Ltd. (深圳秀水投資有限公司)	4,070,000	2.51	Non-promoter shares
8	Shenzhen Tongsheng Chuangye Investment Enterprise (Limited Partnership) (深圳市同盛創業投資企業(有限合夥))	3,960,000	2.45	Non-promoter shares
Total		162,030,000	100	–

Article 20 After the completion of the initial public offering of H shares, assuming the over-allotment option is not exercised, the total share capital of the Company is 333,288,932 shares, all of which are ordinary shares. Among them, there are 293,294,232 ordinary A shares, accounting for 88.00% of the total share capital of the Company; 39,994,700 ordinary H shares, accounting for 12.00% of the total share capital of the Company.

Article 21 The Company or its subsidiaries (including its affiliated companies) shall not provide any financial assistance to other persons who are acquiring shares in the Company or its parent company in the form of gifts, advances, guarantees, compensations or loans, except for the circumstance where the Company implements an employee stock ownership plan.

For the interests of the Company, subject to a resolution at the shareholders' meeting or a resolution made by the board of directors in accordance with the Articles of Association or the authorization of the shareholders' meeting, the Company may provide financial assistance for others to acquire the shares of the Company or its parent company, and the accumulative total amount of financial assistance shall not exceed 10% of the total issued share capital. A resolution made by the board of directors shall be approved by more than two-thirds of all the directors.

Section 2 Increase and Decrease of Shares and Repurchase of Shares

Article 22 According to the operation and development needs of the Company, subject to the laws and regulations, the Company may increase the capital by the following ways upon approval of resolutions at the shareholders' meeting:

(I) issuing shares to unspecified parties;

(II) issuing shares to specific parties;

(III) allotment of new shares or distribution of bonus shares to existing shareholders;

(IV) the conversion of reserve funds into share capital;

(V) other methods as stipulated by laws and administrative regulations, and approved by the securities regulatory authority of the place where the Company's shares are listed.

When the Company issues convertible corporate bonds, the issuance, conversion procedures and arrangements of the convertible corporate bonds, as well as the changes in the Company's share capital resulting from the conversion, shall be handled in accordance with the provisions of national laws, administrative regulations, departmental rules, and other documents, as well as the terms set forth in the Company's convertible corporate bond prospectus.

For the Company to increase capital by issuing new shares, after approval in accordance with the Articles of Association, the procedures stipulated by the relevant laws, administrative regulations, departmental rules, normative documents, and the listing rules of the stock exchanges where the Company's shares are listed shall be followed.

Article 23 The Company may reduce its registered capital. When reducing its registered capital, the Company shall follow the procedures stipulated by the Company Law, as well as other relevant regulations and the Articles of Association.

Article 24 The Company may, in accordance with the provisions of laws, administrative regulations, departmental rules and the Articles of Association, repurchase its own shares under the following circumstances:

(I) reducing the Company's registered capital;

(II) merging with other companies holding the Company's shares;

(III) using the shares as an employee stock ownership plan or equity incentive plan;

(IV) purchasing its shares from shareholders who have voted against the resolutions on the merger or division of the Company at a shareholders' meeting upon their request;

(V) using the shares for conversion of convertible corporate bonds issued by the Company;

(VI) necessary for the Company to maintain its value and protect the interests of the shareholders;

(VII) other circumstances permitted by laws, administrative regulations, departmental rules, and regulatory rules of the place where the Company's shares are listed.

Except for the aforesaid circumstances, the Company shall not repurchase its own shares.

Article 25 Where the Company repurchases its shares, it shall be conducted through public and centralized trading or other methods recognized by laws, regulations, the CSRC and the stock exchanges where the Company's shares are listed. The repurchase shall also comply with applicable laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed.

Where the Company intends to repurchase its shares under the circumstances set out in items (III), (V) or (VI) of Article 24 of the Articles of Association, it shall be conducted through public and centralized trading, and shall also comply with the laws, administrative regulations, departmental rules, and relevant regulations of the securities regulatory authority of the place where the Company's shares are listed.

Article 26 Where the Company intends to repurchase its shares under the circumstances set out in items (I) or (II) of Article 24 of the Articles of Association, it shall be approved by a resolution at a shareholders' meeting. Where the Company intends to repurchase its shares under the circumstances set out in items (III), (V) or (VI) of Article 24 of the Articles of Association, it may, subject to compliance with the securities regulatory rules of the place where the Company's shares are listed, be approved by a resolution by at least two-thirds of the directors present in the board meeting.

When the Company repurchases its own shares, it shall fulfill the obligation of information disclosure in accordance with the provisions of the Securities Law, the regulations of the stock exchanges where the Company's shares are listed, and other securities regulatory rules.

After the Company has repurchased its own shares in accordance with Article 24 of the Articles of Association, the shares so repurchased under the circumstance set out in item (I) shall be canceled within ten days from the date of purchase; the shares so repurchased under the circumstances set out in items (II) or (IV) shall be transferred or canceled within six months; and the shares held in total by the Company after the repurchase under any of the circumstances set out in items (III), (V) or (VI) shall not exceed 10% of the Company's total issued shares, and such shares shall be transferred or canceled within three years.

Section 3 Transfer of Shares

Article 27 The Company's shares shall be transferred according to the laws. All transfers of H Shares shall be effected by instruments of transfer in writing in a general or common form or in any other form acceptable to the board of directors, including the standard transfer form or form of transfer specified by the Hong Kong Stock Exchange from time to time. The instruments of transfer may be signed by hand only or (where the transferor or transferee is a corporation) stamped with the corporation's chop. If the transferor or transferee is a recognized clearing house as defined by the relevant provisions that come into effect from time to time according to the laws of Hong Kong (hereinafter referred to as the "recognized clearing house") or its nominee, the instruments of transfer may be signed by hand or in a machine imprinted format. All instruments of transfer shall be deposited with the legal address of the Company or such places as the board of directors may designate from time to time.

Article 28 The Company shall not accept its own shares as the subject of pledge.

Article 29 The shares issued by the Company before the public offering of A shares shall not be transferred within one year from the date of listing and trading of the Company's shares on the stock exchange. If laws, administrative regulations, or the State Council's securities regulatory authority has other provisions regarding the transfer of shares held by the Company's shareholders or actual controllers, those provisions shall prevail.

The directors and senior management members of the Company shall notify the Company of their holdings of shares in the Company and the changes therein. The annual transfer of shares during the term of office as determined at the time of their assumption of office shall not exceed 25% of their total holdings of shares of the Company. The shares of the Company held by them shall not be transferred within one year from the date on which the Company's shares are listed for trading. The shares in the Company held by them shall not be transferred within half a year from their departure from the Company.

Where the listing rules of the place where the Company's shares are listed provide otherwise in respect of the restrictions on the transfer of shares, such rules shall prevail.

If the shares are pledged within the restricted transfer period stipulated by laws and administrative regulations, the pledgee may not exercise the pledge right within such restricted transfer period. Holding shares of the Company on behalf of others in violation of laws or administrative regulations is prohibited.

Article 30 When directors and senior management members of the Company and shareholders holding more than 5% of the Company's shares sell their shares or other equity securities within six months from the acquisition of such shares, or purchase shares within six months from the disposal of such shares, the resulting gains are owned by the Company and the board of directors of the Company shall recover its resulting gains. However, the disposal of such shares by securities companies holding more than 5% of the shares as a result of underwriting the untaken shares in an offer, and other circumstances stipulated by the the State Council's securities regulatory authority are excluded.

The shares or other equity securities held by the directors, senior management members and natural person shareholders referred to in the preceding paragraph shall include the shares or other equity securities held by their spouse, parents, children, and those held through the accounts of others.

Shareholders may require the board of directors to comply with the requirement set out in the first paragraph of this Article within 30 days if the board of directors fails to do so. In the event that the board of directors fails to rectify the situation within the said timeline, shareholders may file a legal action to the people's court in their own name for safeguarding the interests of the Company.

If the board of directors of the Company fails to comply with the first paragraph of this Article, relevant responsible directors shall bear joint liability pursuant to the laws.

CHAPTER 4 SHAREHOLDERS AND SHAREHOLDERS' MEETINGS

Section 1 Shareholders

Article 31 The Company shall establish a register of shareholders based on the certificates provided by the securities registration authority and the register of shareholders is sufficient evidence to prove that the shareholders hold the shares of the Company. Shareholders shall enjoy rights and assume obligations according to the class of shares they hold. Shareholders holding shares of the same class shall enjoy the same rights and assume the same obligations.

The Company shall enter into a share custody agreement with the securities depository and clearing institution, make regular inquiries about the information on major shareholders and the changes in shareholdings (including equity pledges) of major shareholders, and keep abreast of the Company's shareholding structure. Duplicates of the register of shareholders of H Shares shall be maintained at the Company's place of domicile. The appointed overseas agency shall ensure the consistency between the original and the duplicate of the register of shareholders of H Shares. The register of shareholders kept in Hong Kong shall be available for inspection by shareholders. However, the register of shareholders may be closed on terms equivalent to those set out in section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and requirements of regulatory rules of the stock exchanges where the Company's shares are listed.

Any shareholder registered in the register of shareholders or any person who requests that his/her name be registered in the register of shareholders may apply to the Company for a new share to be reissued for the share (the "Relevant Share") if his/her share (the "Original Share") is lost.

If a shareholder of overseas listed foreign shares loses his/her shares and applies for a reissue, the matter may be handled in accordance with the laws of the place where the original copy of the shareholder register of overseas listed foreign shares is kept, the rules of the securities exchange, or other relevant regulations.

Article 32 Where the Company convenes a shareholders' meeting, distributes dividends, liquidates and participates in other activities requiring the recognition of shareholders' identities, the board of directors or the convener of the shareholders' meeting shall decide the record date. The shareholders whose names appear on the register of shareholders at the close of trading on the record date are entitled to the relevant rights and interests.

Article 33 Shareholders of the Company enjoy the following rights:

(I) to receive dividends and other forms of interest distributions in proportion to the shares they hold;

(II) to file a petition of, to call, convene, hold and attend the shareholders' meetings either in person or by proxy and exercise their corresponding voting right according to laws;

(III) to supervise, present suggestions on or make inquiries about the business operations of the Company;

(IV) to transfer, donate or pledge their shares in accordance with laws, administrative regulations and the Articles of Association;

(V) to inspect and copy the Articles of Association, register of shareholders, minutes of shareholders' meetings, resolutions of board meetings, financial and accounting reports; the shareholders who individually or collectively hold 3% or more of the Company's Shares for 180 consecutive days or more may inspect the accounting books and vouchers of the Company;

(VI) 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;

(VII) 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' meetings; and

(VIII) to enjoy other rights stipulated by laws, administrative regulations, departmental rules, regulatory rules of the stock exchanges where the Company's shares are listed and the Articles of Association.

Article 34 Shareholders who wish to review and reproduce the information of the abovementioned items or request any information, should tender documentary evidence showing the category and the number of shares he is holding, the Company will provide the relevant information after confirming the shareholder status. If a shareholder of the Company requests for a review or reproduction of the relevant materials, the shareholder shall comply with the Securities Law of the People's Republic of China and other laws and administrative regulations.

A shareholder may request to inspect the Company's accounting books and vouchers by submitting a written request stating the purpose. If the Company has reasonable grounds to believe that the shareholder's request serves an improper purpose and may harm the legitimate interests of the Company and other shareholders, it may refuse the inspection. The Company must respond to the shareholder in writing within 15 days of receiving the written request, providing reasons for the refusal. If the inspection is denied, the shareholder may file a lawsuit with the People's Court.

Shareholders may appoint an intermediary agency, such as an accounting firm or a law firm, to inspect the accounting books and vouchers.

When a shareholder of the Company reviews and reproduces the relevant documents and materials of the Company, the shareholder shall not inspect the trade secrets of the Company and other documents that need to be kept confidential until entering into a confidential agreement with the Company. Shareholders and the accounting firms, law firms and other intermediary agencies they appointed shall comply with the requirements of laws and administrative regulations on the protection of state secrets, trade secrets, personal privacy and personal information and assume legal responsibility for the leakage of secrets.

If a shareholder requests to review or reproduce the relevant materials of the Company's wholly owned subsidiaries, the provisions of the preceding four paragraphs shall apply.

Article 35 Shareholders are entitled to request the people's court to invalidate the resolutions of a shareholders' meeting or board of directors' meeting which violates the laws and administrative regulations.

Where the convening procedure or voting method of a shareholders' meeting or board of directors' meeting contravenes the laws, administrative regulations or the Articles of Association, or the contents of the resolutions contravene the Articles of Association, shareholders shall have the right to request the people's court to cancel them within 60 days as of the date the resolutions are made, except where there are only minor defects in the convening procedures or voting methods of the shareholders' meeting or board of directors' meeting, which do not materially affect the resolutions.

Where there is a dispute among the board of directors, shareholders, or other relevant parties regarding the validity of a shareholders' meeting resolution, they shall promptly initiate a lawsuit with the People's Court. Before the People's Court renders a judgment or ruling to revoke the resolution, the relevant parties shall implement the resolution of the shareholders' meeting. The Company, directors, and senior management shall earnestly perform their duties to ensure the normal operation of the Company.

Upon the People's Court rendering a judgment or ruling on relevant matters, the Company shall fulfil its information disclosure obligations in accordance with the laws, administrative regulations, the rules of the CSRC and the stock exchanges where the Company's shares are listed, fully explain the impact, and actively cooperate with the enforcement after the judgment or ruling takes effect. Where it involves correcting prior matters, the Company shall promptly process and fulfil the corresponding information disclosure obligations.

Article 36 If any of the following circumstances occurs, the resolution of the shareholders' meeting or the board of directors of the Company shall not be established:

(I) no shareholders' meeting or board meeting is held to make resolutions;

(II) the resolution items were not voted at the shareholders' meeting or board meeting;

(III) the number of people attending the meeting or the number of voting rights held does not reach the quorum or the number of voting rights held as stipulated in the Company Law or the Articles of Association;

(IV) the number of people agreeing to the resolution matters or the number of voting rights held by them does not reach the number of people or the number of voting rights stipulated in the Company Law or the Articles of Association.

Article 37 Where the Company incurs losses as a result of violation of the laws, administrative regulations or the Articles of Association by directors and senior management members other than members of the audit committee in the course of performing their duties, the shareholders individually or jointly holding more than 1% of the shares of the Company for over 180 consecutive days shall have the rights to request the audit committee in writing to initiate legal proceedings in the people's court. Where the Company incurs losses as a result of violation of the laws, administrative regulations or the Articles of Association by the members of the audit committee in the course of performing its duties, the aforesaid shareholders may request the board of directors in writing to initiate legal proceedings in the people's court.

In the event that the audit committee and 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 the Company, the shareholders specified in the preceding paragraph may, in their own name, directly file an action to the people's court for the interests of the Company.

In the event of any other person infringes upon the legitimate rights and interests of the Company and causes losses thereto, the shareholders specified in paragraph 1 of this article may file an action with the people's court pursuant to the provisions of the preceding two paragraphs.

Where the Company incurs losses as a result of violation of the laws, administrative regulations, departmental rules or the Articles of Association by directors, supervisors and senior management members of a wholly-owned subsidiary of the Company in the course of performing their duties, or if the legitimate rights and interests of a wholly-owned subsidiary of the Company are impaired by any other person, thus causing any losses, the shareholders individually or collectively holding more than 1% of the shares of the Company for over 180 consecutive days may request the supervisory committee or the board of directors of the wholly-owned subsidiary in writing to initiate legal proceedings in the people's court or directly files an action with the people's court in their own name pursuant to the provisions of the preceding three paragraphs.

Article 38 In the event that a director or a senior management member violates laws, administrative regulations or the Articles of Association, thus causing damage to the interests of shareholders, the shareholders may file an action with the people's court.

Article 39 A shareholder of the Company shall undertake the following obligations:

(I) to comply with the laws, administrative regulations and the Articles of Association;

(II) pay equity capital according to his/her shares subscribed and the method of equity capital injection;

(III) not to withdraw his/her/its share capital unless provided by laws and regulations;

(IV) not to abuse the rights of a shareholder to prejudice the interests of the Company or other shareholders; not to abuse the Company's independent status of legal person and shareholders' limited liability to prejudice the interests of the Company's creditors;

In the event that a shareholders abuses his/her rights, thus causing losses to the Company or other shareholders, he/she shall be liable for compensation in accordance with the laws;

In the event that a shareholder of the Company abuses the Company's independent status of legal person and shareholders' limited liability to evade debts, thus seriously prejudicing the interests of the Company's creditors, he/she shall be jointly and severally liable for the Company's debt;

(V) Other obligations as stipulated in the laws, administrative regulations and the Articles of Association.

Article 40 The shareholders holding more than 5% of the Company's voting rights shall, in the event of a pledge of the shares held by them, report to the Company in writing on the date of such event.

Article 41 The controlling shareholders and actual controllers of the Company shall exercise their rights and fulfil their obligations as per laws, administrative regulations and the provisions of the CSRC and the stock exchanges where the Company's shares are listed and safeguard the interests of the Company.

Article 42 The controlling shareholder and actual controllers of the Company shall abide by the following provisions:

(I) exercise shareholder rights according to law and do not abuse control rights or use the associated relations to damage the legitimate rights and interests of the Company or other shareholders;

(II) strictly fulfill the public statements and all commitments made and do not change or exempt them without authorization;

(III) fulfill the obligation of information disclosure in strict accordance with relevant regulations, actively and proactively cooperate with the Company to do a good job in information disclosure and promptly inform the Company of major events that have occurred or are about to occur;

(IV) do not occupy the Company's funds in any way;

(V) do not force, instruct or require the Company and relevant personnel to provide guarantees in violation of laws and regulations;

(VI) do not take advantage of the Company's undisclosed major information to seek profits, disclose any undisclosed material information related to the Company in any way or engage in illegal and non-compliant activities, such as insider trading, short-term trading and market manipulation;

(VII) do not damage the legitimate rights and interests of the Company and other shareholders through any means, such as non-fair related party transaction, profit distribution, asset reorganization or external investment;

(VIII) ensure the integrity of the Company's assets and the independence of personnel, finance, institutions and business and do not influence the Company's independence in any way;

(IX) other provisions of laws, administrative regulations, regulations of CSRC, operating rules of the stock exchange and the Articles of Association.

For controlling shareholders or actual controllers of the Company who do not serve as a director of the Company but actually executes the Company's affairs, the provisions of the Articles of Association regarding the duties of loyalty and diligence of directors shall apply.

If the controlling shareholder or actual controller of the Company instructs directors or senior management members to engage in acts that harm the interests of the Company or its shareholders, he/she/it shall bear joint and several liability with such directors or senior management members.

Article 43 If the controlling shareholder or actual controller pledges the Company's shares he/she/it holds or actually controls, he/she/it shall maintain the control of the Company and the stability of its production and operation.

Article 44 If the controlling shareholder or actual controller transfers the shares he/she/it holds in the Company, he/she/it shall abide by the restrictive provisions on share transfer stipulated in laws, administrative regulations, CSRC and the stock exchanges where the Company's shares are listed as well as the commitments he/she/it has made in relation to the restriction of share transfer.

Section 2 General Provisions for Shareholders' Meetings

Article 45 The shareholders' meeting of the Company is composed of all the shareholders. The shareholders' meeting is the organ of authority of the Company, which exercises the following powers in accordance with the laws:

(I) to elect or replace the directors (other than the employee representatives) and to decide on matters relating to the remuneration of directors;

(II) to examine and approve reports of the board of directors;

(III) to examine and approve the Company's profit distribution plans and loss recovery Plans;

(IV) to make resolutions on any increase or decrease of the Company's registered capital;

(V) to make resolutions on the issue of corporate bonds by the Company;

(VI) to make resolutions on matters such as merger, division, dissolution and liquidation or change of corporate form of the Company;

(VII) to amend the Articles of Association;

(VIII) to make resolutions on the appointment and dismissal of accounting firms responsible for the Company's audit business;

(IX) to examine and approve the provision of guarantees stipulated in Article 46 of the Articles of Association;

(X) to examine matters relating to the purchases and disposals of the Company's material assets within one year, which exceed 30% of the Company's latest audited total assets;

(XI) to examine and approve matters relating to changes in the use of proceeds;

(XII) to examine and approve the equity incentive plans and employee stock ownership plans;

(XIII) to examine other matters as required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, which shall be decided by the shareholders' meeting.

The powers of the aforementioned shareholders' meeting shall not be exercised by the board of directors or other institutions and individuals through authorization.

The shareholders' meeting may authorize the board of directors to make resolutions regarding the issuance of corporate bonds.

Article 46 The following provision of guarantees to third parties by the Company are subject to the consideration and approval by the shareholders' meeting:

(I) a single guarantee that exceeds 10% of the Company's latest audited net assets;

(II) any guarantee provided after the total amount of guarantee to third parties provided by the Company and its controlled subsidiaries has exceeded 50% of the Company's latest audited net assets;

(III) any guarantee provided after the total amount of guarantee to third parties provided by the Company and its controlled subsidiaries has exceeded 30% of the Company's latest audited total assets;

(IV) any guarantee provided to a party with an asset-liability ratio of over 70%;

(V) in accordance with the principle of cumulative calculation of guarantee amounts over a continuous 12-month period, the amount of guarantee has exceeded 30% of the Company's latest audited total assets;

(VI) the guarantee to be provided to shareholders, actual controllers and their related parties;

(VII) other circumstances that require approval by the shareholders' meeting as stipulated by the CSRC and the Stock Exchanges (based on the stock exchanges where the Company is approved for public issuance of shares and listing).

For guarantee matters within the authority of the board of directors, in addition to being passed by more than half of all directors, they should also be agreed upon by more than two-thirds of the directors attending the board meeting. Guarantees mentioned in the preceding item (V) should be passed by more than two-thirds of the voting rights held by shareholders attending the meeting.

When the shareholders' meeting deliberates on guarantee proposals provided for shareholders, actual controllers, and their related parties, such shareholders or shareholders under the control of the actual controller shall not participate in the vote on that item, and the vote must be passed by more than half of the voting rights held by other shareholders attending the meeting.

Article 47 The accountability mechanism for violation of the abovementioned approval authority and review procedures shall be implemented in accordance with the Company's management system on external guarantees and relevant laws and regulations. The following major transactions of the Company are subject to consideration and approval at the shareholders' meeting:

(I) the total amount of assets involved in the transaction accounts for more than 50% of the Company's latest audited total assets, and where both book value and appraised value of the total amount of assets involved in the transaction are available, the higher of the two values shall be used for calculation;

(II) the concluded transaction amount (including liabilities and expenses incurred) accounts for more than 50% of the latest audited net assets of the Company, and exceeds RMB50 million in absolute amount;

(III) the profit generated from the transaction accounts for more than 50% of the audited net profit of the Company in the latest accounting year, and exceeds RMB5 million in absolute amount;

(IV) the operating revenue related to the subject of the transaction (e.g. equity interest) in the latest accounting year accounts for more than 50% of the audited operating revenue of the Company in the latest accounting year and exceeds RMB50 million in absolute amount;

(V) the net profit related to the subject of the transaction (e.g. equity interest) in the latest accounting year accounts for more than 50% of the audited net profit of the Company in the latest accounting year, and exceeds RMB5 million in absolute amount.

(VI) The net assets (where both book value and appraised value are available, whichever is higher) related to the subject of the transaction (e.g. equity interest) accounts for more than 50% of the latest audited net assets of the listed company, and exceeds RMB50 million in absolute amount.

If the data involved in the calculation of the above indicators is negative, the absolute value shall be taken for calculation.

If the listing rules of the places where the shares of the Company are listed provide otherwise, such provisions shall prevail.

Article 48 Shareholders' meetings are divided into annual shareholders' meetings and extraordinary shareholders' meetings. The annual shareholders' meeting is convened once every year and shall be held within six months after the end of the previous accounting year.

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

(I) where the number of directors is less than the minimum number stipulated by the Company Law or less than two-thirds of the number prescribed in the Articles of Association;

(II) where the uncovered losses of the Company reach one-third of its paid-in share capital;

(III) where it is requested by a shareholder individually or shareholders collectively holding more than 10% of the Company's shares;

(IV) the board of directors considers it necessary;

(V) the audit committee proposes that such a meeting shall be held;

(VI) other circumstances conferred by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

If an extraordinary shareholders' meeting is convened in accordance with the securities regulatory rules of the place where the Company's shares are listed, the actual convening date of the extraordinary shareholders' meeting may be adjusted based on the approval progress of the stock exchanges where the Company's shares are listed.

Article 49 The venue for the shareholders' meetings of the Company shall be the Company's conference room or other locations notified.

The shareholders' meetings shall be provided with a venue and held in the form of onsite meeting. Once the notice of a shareholders' meeting is issued, the venue of the onsite shareholders' meeting shall not be changed without proper reasons. If it is indeed necessary to change, the convener shall announce and explain the reasons at least two trading days before the onsite meeting is held. In addition, the Company shall provide facilities that allow shareholders to attend the meeting and vote via the internet.

The shareholders' meetings may be convened by electronic means of communication, enabling shareholders to attend virtually and cast votes electronically through the use of technology. If the shareholders' meeting of the Company is held via electronic communication means, the detailed participation methods shall be specified in the notice of the shareholders' meeting. Shareholders participating in the shareholders' meeting through electronic communication means shall be deemed to be present at such meeting.

Article 50 When convening a shareholders' meeting, the Company shall engage lawyers to provide legal opinions and make announcements on the following issues:

(I) whether the procedures of convening and holding the meeting comply with the laws, administrative regulations and the Articles of Association;

(II) whether the qualifications of attendees and convener are legal and valid;

(III) whether the procedure and result of voting are legal and valid;

(IV) legal opinions on other matters as requested by the Company.

Section 3 Convening of Shareholders' Meetings

Article 51 The board of directors shall convene the shareholders' meeting on time within the prescribed period.

With the consent of more than half of all independent directors, independent directors shall have the right to propose to the board of directors to convene extraordinary shareholders' meetings. When an independent director proposes to convene an extraordinary shareholders' meeting, the board of directors shall issue written feedback on consent or non-consent to the convening of the extraordinary shareholders' meeting within 10 days from the receipt of the proposal according to the laws, administrative regulations and the Articles of Association.

If the board of directors gives consent to convene an extraordinary shareholders' meeting, it shall, within five days from the passing of the board of directors resolution, issue a notice on convening the extraordinary shareholders' meeting. If the board of directors does not give consent to convene an extraordinary shareholders' meeting, the board of directors shall state the reason and issue an announcement.

Article 52 The audit committee shall have the right to propose the convening of extraordinary shareholders' meetings and submit such proposal in writing to the board of directors. In accordance with the laws, administrative regulations and the Articles of Association, the board of directors shall issue written feedback on consent or nonconsent to the convening of the extraordinary shareholders' meetings within 10 days from the receipt of the proposal.

If the board of directors gives consent to convene an extraordinary shareholders' meeting, it shall, within five days from the passing of the board of directors resolution, issue a notice on convening the extraordinary shareholders' meeting. Any changes to the original proposal in the notice shall obtain the consent of the audit committee.

If the board of directors does not give consent to convene an extraordinary shareholders' meeting or does not issue feedback within 10 days from the receipt of the proposal, the board of directors shall be deemed as unable to perform or failed to perform the duties of convening an extraordinary shareholders' meeting. In such cases, the audit committee may proceed to convene and chair the extraordinary shareholders' meeting on its own.

Article 53 Shareholders that, either individually or jointly, hold over 10% of shares of the Company have the right to propose to the board of directors for the convening of an extraordinary shareholders' meeting, and such proposal shall be made in writing to the board of directors. In accordance with laws, administrative regulations, and the Articles of Association, the board of directors shall issue a written feedback to state if it agree to convene the extraordinary shareholders' meeting within 10 days from the receipt of the proposal.

In event that the board of directors agrees to convene such extraordinary shareholders' meeting, a notice of the meeting shall be provided within five days of such resolution by the board of directors. Alterations to the original proposals for the meeting stated in the notice shall be approved by the relevant shareholders.

In the event that the board of directors disagrees with the convening of such extraordinary shareholders' meeting or fails to provide any feedback within 10 days after receiving the proposal, shareholders that, either individually or jointly, hold over 10% of shares of the Company have the right to propose to the audit committee for the convening of the extraordinary shareholders' meeting, and such proposal shall be made in writing to the audit committee.

In event that the audit committee agrees to convene an extraordinary shareholders' meeting, a notice of the meeting shall be issued within five days of receipt of such request. Alterations to the original proposals in the notice shall be approved by the relevant shareholders.

In event that the audit committee does not provide a notice of the shareholders' meeting within the specified timeframe, the audit committee shall be considered to be unwilling to convene and preside over the meeting. The shareholders that, either individually or jointly, hold over 10% of shares of the Company for a period of 90 consecutive days or more may convene and preside over the shareholders' meeting on their own.

Article 54 Where the audit committee or shareholders decide to convene a shareholders' meeting on its/their own, it/they shall notify the board of directors in writing and file with the SSE.

The shareholders who convene the shareholders' meeting shall hold no less than 10% shares of the Company prior to the announcement of the resolutions of such meeting.

The audit committee or the shareholders who convene the meeting shall also submit relevant evidential documents to the SSE when issuing the notice of the shareholders' meeting or announcement of resolutions of the shareholders' meeting.

Article 55 The board of directors and the secretary to the board of directors shall cooperate with the shareholders' meetings convened by the audit committee or shareholders. The board of directors shall provide the register of shareholders as at the date of record.

Article 56 The necessary expenses for the shareholders' meetings convened by the audit committee or shareholders on their own shall be borne by the Company.

Section 4 Proposals and Notices of Shareholders' Meetings

Article 57 Proposals raised in such meeting shall fall within the scope of the shareholders' meeting's authority, have concrete content and specific matters for resolution, and shall comply with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the relevant provisions of the Articles of Association.

Article 58 When the Company convenes the shareholders' meeting, the board of directors, the audit committee and shareholders who individually or collectively hold more than 1% of the shares of the Company shall have the right to put forward proposals to the Company.

Shareholders who individually or collectively hold more than 1% of the shares of the Company may submit an interim proposal in writing to the convener 10 days prior to the convening of the shareholders' meeting. The interim proposal shall have concrete content and specific matters for resolution. The convener shall issue a supplementary notice of the shareholders' meeting within 2 days after receiving the proposal, announce the content of the interim proposal, and submit the same at the shareholders' meeting for consideration. However, this does not apply if the interim proposal violates the provisions of laws, administrative regulations, or the Company's Articles of Association, or if it is not within the scope of the shareholders' meeting's authority.

Save as specified in the previous provision, the convener shall neither revise the proposals set out in the notice of shareholders' meeting nor add new proposals after issuing the notice of shareholders' meeting.

The shareholders' meeting shall not have voting or pass resolutions on proposals not set out in the notice of the shareholders' meeting or not in conformity with Article 57 of the Articles of Association.

Article 59 The convener shall notify all shareholders in writing, including issue of an announcement, 21 days prior to the convening of the annual meeting, and each shareholder shall be notified in writing, including issue of an announcement, 15 days prior to the convening of the extraordinary meeting.

For such period, the Company shall exclude the meeting day.

Article 60 The notice of a shareholders' meeting shall include the following:

(I) the time, place, format and duration of the meeting;

(II) matters and proposals submitted to the meeting for consideration;

(III) 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 proxy does not need to be a shareholder of the Company;

(IV) the shareholding record date of the shareholders entitled to attend the meeting;

(V) voting time and voting procedures via the Internet or otherwise;

(VI) name and telephone number of the permanent contact for conference affairs;

(VII) other contents conferred by the laws, administrative regulations, departmental rules, the rules of the stock exchanges where the Company's shares are listed and the Articles of Association.

The notice and supplementary notice of the shareholders' meeting shall fully and completely disclose all the specific content of all proposals.

The online voting for the shareholders' meeting shall start no earlier than 3:00 p.m. on the day before and no later than 9:30 a.m. on the day of the convening of the onsite shareholders' meeting, and shall end no earlier than 3:00 p.m. on the day of the conclusion of the onsite shareholders' meeting.

The interval between the shareholding record date and the date of the meeting shall be no more than seven working days. Once the record date is fixed, rescheduling is not allowed.

Article 61 Where the election of directors is to be discussed at a shareholders' meeting, the notice of the shareholders' meeting shall fully disclose the particulars of the candidates, which at least shall include the following:

(I) personal particulars such as educational background, working experience and parttime jobs;

(II) whether there is any related relationship with the Company or the controlling shareholder and the actual controller of the Company;

(III) the number of shares held in the Company;

(IV) whether or not they have been subject to penalties imposed by the CSRC and other relevant authorities or any disciplinary action taken by any stock exchange.

Save in the case of the election of directors on a cumulative voting basis, a separate resolution shall be proposed for each of the candidates for election as director.

Article 62 After the notice of the shareholders' meeting is issued, such meeting shall not be adjourned or canceled and the proposals set out in the notice shall not be canceled without grounded reasons. Once the shareholders' meeting is adjourned or canceled, the convener shall issue a public announcement and explain the reasons at least two working days before the original holding date. If the securities regulatory rules of the place where the shares of the Company are listed stipulate otherwise in respect of the adjournment or cancellation of the shareholders' meeting, such provisions shall prevail on the premise of not violating the regulatory requirements of the place of incorporation of the Company.

Section 5 Holding of Shareholders' Meetings

Article 63 The board of directors and other conveners of the Company shall take necessary measures to ensure that the shareholders' meeting is held properly. They shall take measures to prevent the shareholders' meeting from any interference, disturbance and violation of the legitimate rights and interests of the shareholders and report timely to relevant authorities for investigation.

Article 64 All shareholders registered on the record date or their proxies shall be entitled to attend the shareholders' meeting, and to speak and exercise their voting rights therein in accordance with the relevant laws, regulations and the Articles of Association.

A shareholder may attend and vote at the shareholders' meeting in person or by proxy. Any shareholder who is entitled to attend and vote at a shareholders' meeting has the right to appoint one or more persons (who may not be shareholders) as his/her proxy to attend and vote on his or her behalf.

Article 65 Individual shareholders attending the meeting in person shall present their personal identity cards or other valid certificates or proof that can indicate their identity. Proxies attending the meeting shall present their personal identity cards and the power of attorney from the shareholder.

Corporate shareholders shall be represented by its legal representative or proxies authorized by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove its identity as the legal representative. Proxies authorized to attend the meeting shall present their personal identity cards or the written power of attorney legally issued by the legal representative of the legal person shareholder, except for shareholders who are a recognized clearing house as defined in the relevant ordinances in force from time to time under the laws of Hong Kong or the securities regulatory rules of the place where the shares of the Company are listed or its proxy.

Shareholders of a partnership enterprise that is not a legal person should attend the meeting in person as the natural person managing partner or the appointed representative of a non-natural person managing partner, or through an agent appointed by the aforementioned persons. When a natural person managing partner or an appointed representative of a non-natural person managing partner attends the meeting, they should present their personal identification and valid proof of their qualifications as a natural person managing partner or an appointed representative of a non-natural person managing partner. Proxies authorized to attend the meeting shall present their personal identification and the written power of attorney legally issued by the natural person managing partner or the appointed representative of a non-natural person managing partner of that shareholder's entity.

If the shareholder is a recognized clearing house, the recognized clearing house may authorize one or more persons it deems fit to act as its proxy or representative at any meeting or any meeting of creditors; however, if two or more persons are authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized may act on behalf of the recognized clearing house or its proxy as if such person were an individual shareholder of the Company.

Article 66 The power of attorney issued by a shareholder to appoint another person to attend a shareholders' meeting shall contain the following particulars:

(I) name or title of the principal, the class and quantity of shares held in the Company;

(II) name or title of the proxy;

(III) whether the proxy has any voting rights;

(IV) specific instructions from shareholders, including instructions to vote for, against or abstain from voting on each matter to be considered that are included on the agenda of the shareholders' meeting, etc;

(V) date of issuance and date of expiry of the power of attorney;

(VI) signature (or seal) of the principal. If the principal is a corporate shareholder, the seal of the corporate shall be affixed.

If the listing rules of the places where the shares of the Company are listed provide otherwise, such provisions shall prevail.

Article 67 The power of attorney shall state whether the proxy may vote as he/she wishes if the shareholder does not give specific instructions.

Article 68 If the power of attorney for voting by proxy is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document, together with the instrument appointing the voting proxy, shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting.

If the principal is a legal person, its legal representative or a person authorized by its board of directors or other decision-making bodies shall attend the Company's shareholder' meeting as a representative.

The power of attorney for voting should be available at the company's registered office or other place specified in the notice of convening the meeting at least before the relevant meeting for which the authorization is given or before the designated voting time.

Article 69 The register of the persons attending the meeting shall be prepared by the Company. The register shall state the names (or names of the corporations), identity card numbers and residential addresses of the attendees, the number of voting shares held or represented by the attendees, and the names (or names of the corporations) of the principal.

Article 70 The convener and the lawyers engaged by the Company shall jointly verify the validity of the shareholders' qualifications based on the register of members provided by the securities registration and settlement institutions, and shall register the names of the shareholders and the number of their voting shares. The registration for a meeting shall be completed before the chairperson of the meeting announces the number of shareholders and proxies attending the meeting in person and the total number of voting shares held by them.

Article 71 When the shareholders' meeting is held, all directors and the secretary to the board of directors of the Company shall attend the meeting, and other senior management members shall attend the meeting as non-voting participants and be subject to shareholders' inquiries. Subject to compliance with the securities regulatory rules of the place where the shares of the Company are listed, the aforementioned persons may attend the meeting or attend such meeting as non-voting participants through the internet, video, telephone or other means with equivalent effect.

Article 72 A shareholders' meeting shall be presided over by the chairman of the board of directors. If the chairman is unable to or does not perform his/her duties, the co-chairman shall preside over the meeting. If the co-chairman is unable to or does not perform his/her duties, a director jointly elected by more than half of the directors shall preside over the meeting.

A shareholders' meeting convened by the audit committee shall be presided over by the convener of the audit committee. If the convener of the audit committee is unable to or does not perform his/her duties, such meeting shall be presided over by a member of the audit committee jointly elected by more than half of the members of the audit committee.

A shareholders' meeting convened by shareholders shall be presided over by the convener or a representative nominated by the convener.

Where a shareholders' meeting is held and the chairperson of the meeting violates the rules of procedure and makes the meeting unable to proceed, with the consent of more than half of the shareholders present at the meeting with voting rights, the shareholders' meeting may elect a person to serve as the chairperson of the meeting and continue the meeting.

Article 73 The Company shall formulate rules of procedure for shareholders' meetings which shall specify the calling, convening and voting procedure of shareholders' meetings, including notification, registration, reviewing of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meeting and their signing, public announcements as well as principles of authorization to the board of directors by the shareholders' meeting. The content of authorization shall be clear and specific. The rules of procedures for shareholders' meetings shall be stipulated by the board of directors as an appendix to the Articles of Association and approved by the shareholders' meeting.

Article 74 The board of directors and the audit committee shall report their work for the past year at the annual shareholders' meeting. Each independent director shall also make his/her work report which shall be disclosed no later than when the listed company gives notice of the annual shareholders' meeting.

Article 75 The directors and senior management members shall answer and analyze inquiries and proposals made by shareholders at the shareholders' meeting.

Article 76 The chairperson of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting in person as well as the total number of voting shares, which shall be the number of shareholders and proxies attending the meeting in person and the total number of their voting shares as indicated in the meeting's registration record.

Article 77 Minutes of the shareholders' meetings shall be kept by the secretary to the board of directors. The minutes shall state the following contents:

(I) time, venue and agenda of the meeting and name of the convener;

(II) the name of the chairperson of the meeting and the names of the directors and senior management members attending such meeting as non-voting participants;

(III) the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and the proportion to the total number of shares of the Company;

(IV) the consideration and review process, key points of speech on and voting results of each proposal;

(V) shareholders' inquiries or suggestions and corresponding replies or explanation;

(VI) names of attorneys, vote counters and scrutineers;

(VII) other content required by the Articles of Association to be included in the meeting minutes.

Article 78 The convener shall guarantee the authenticity, accuracy and integrity of the content of the meeting minutes. The directors, the secretary to the board of directors, convener or their representatives who attend or observe the meeting, and the chairperson of the meeting shall sign the meeting minutes. The meeting minutes shall be kept together with the signature book of the attending shareholders, the power of attorney of the proxies, and the valid information on voting via internet or by other means for a period of not less than ten years.

Article 79 The convener of the meeting shall ensure that the shareholders' meeting is held continuously until final resolutions have been reached. In the event that the shareholders' meeting is suspended or the shareholders fail to reach any resolution due to force majeure or for other special reasons, necessary measures shall be taken to resume the meeting as soon as possible or the meeting shall be terminated directly and an announcement shall be published timely. Meanwhile, the convener shall report the same to the local office of the CSRC and the stock exchange in the place where the Company is located.

Section 6 Voting and Resolutions of Shareholders' meetings

Article 80 Resolutions at shareholders' meeting can be classified into ordinary resolutions and special resolutions.

An ordinary resolution at a shareholders' meeting shall be passed by more than half of the voting rights held by the shareholders present at the shareholders' meeting.

A special resolution at a shareholders' meeting shall be passed by at least two thirds of the voting rights held by the shareholders present at the shareholders' meeting.

Article 81 The following matters shall be passed as ordinary resolutions at the shareholders' meeting:

(I) work reports of the board of directors;

(II) plans for the distribution of profits and for recovery of losses proposed by the board of directors;

(III) the election and removal of the members of the board of directors who are non-employee representatives, and their remuneration and payment method;

(IV) the annual report of the Company;

(V) any other matters other than those shall be passed as special resolutions as required by laws, administrative regulations, regulatory rules of the stock exchanges where the Company's shares are listed, or the Articles of Association.

Article 82 The following matters shall be passed as special resolutions in a shareholders' meeting:

(I) the increase or reduction of the registered capital of the Company;

(II) the merger, division, change of company form, spin-off, dissolution and liquidation of the Company;

(III) any amendment to the Articles of Association;

(IV) the purchase or sale of significant assets or the provision of guarantee to others within a year, where the amount exceeds 30% of the Company's audited total assets for the latest period;

(V) share option incentive plan;

(VI) change the form of the company;

(VII) adjust or change the profit distribution policy determined by the Articles of Association;

(VIII) any other matters stipulated by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association of the Company, which have a significant impact on the Company if to be passed as an ordinary resolution of a shareholders' meeting and which are necessary to be passed as a special resolution.

Article 83 Shareholders shall exercise voting rights according to the number of shares with voting rights held by them, and each share shall be entitled to one vote. Where permitted by the applicable securities regulatory rules of the place where the shares are listed, shareholders with two or more votes are not required to cast all their votes as affirmative, negative or abstention votes.

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

The shares held by the Company shall have no voting right, and shall not be included in the total number of shares with voting rights of shareholders present at the shareholders' meeting.

If any shareholder is required to abstain from voting on any particular resolution or is restricted to voting only for or only against any particular resolution under applicable laws and regulations and Hong Kong Listing Rules, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted in the total number of voting shares.

If a shareholder purchases shares with voting rights of the Company in violation of the provisions of Clause 1 and Clause 2 of Article 63 of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised and shall not be counted towards the total number of shares with voting rights present at the shareholders' meeting for thirty-six months after the purchase.

The board of directors, independent directors and shareholders who hold more than one percent of voting shares of the Company or investors protection institutes established in accordance with laws, administrative regulations or the requirements of the CSRC may, as the soliciting parties, personally or authorize securities company or securities service agency to publicly request the Company's shareholders to authorize them to attend the shareholders' meeting and exercise the shareholders' rights such as right of making motions and voting rights on behalf of such shareholders. Where shareholders' rights are collected in accordance with the provisions of the preceding paragraph, the collector shall disclose the collection documents and the Company shall cooperate. Information including the specific voting intention shall be fully disclosed to the shareholders from whom voting rights are being collected. Consideration or de facto consideration for collecting shareholders' voting rights is prohibited. Except for statutory conditions, the Company shall not impose any minimum shareholding limitation for collecting voting rights.

Any open solicitation of rights from shareholders in violation of laws, administrative regulations or relevant requirements specified by CSRC which results in losses of the Company or its shareholders shall be liable for compensation in accordance with laws.

Article 84 When the shareholders' meeting discusses matters related to related party transactions, the related shareholders may attend the meeting and can, in accordance with the meeting procedures, explain their views to the attending shareholders, but they should not participate in the voting. The number of shares they represent with voting rights is not counted in the valid total votes; the announcement of the shareholders' meeting resolution shall fully disclose the voting situation of the non-related shareholders.

The chairperson of the meeting shall, before any proposal on related party transactions is considered at the shareholders' meeting, inform related shareholders that they are not entitled to vote on the proposal, and announce the number of attending shareholders and proxies other than related shareholders and the total number of their voting shares.

The related shareholders shall take the initiative to abstain from voting. If he/she fails to do so, other shareholders may request him/her to abstain from voting.

The votes cast by any related shareholder on related party transactions in violation of this article shall be invalid.

Resolution at a shareholders' meeting on a related party transaction shall be passed by more than half of the voting rights held by the non-related shareholders attending the shareholders' meeting. However, in case of the related party transaction that involves any of the matters specified in Article 82 of the Articles of Association, such resolution at a shareholders' meeting shall be passed by more than two-thirds of the voting rights held by non-related shareholders attending the shareholders' meeting.

Article 85 Unless the Company is in a crisis or under other special circumstances, the Company shall not enter into any contract with any person other than directors and senior management members pursuant to which all or a substantial part of the business of the Company will be given to such person without the approval by special resolutions at a shareholders' meeting.

Article 86 The list of candidates for directors shall be proposed to the shareholders' meeting for voting.

Apart from directors elected through the cumulative voting system, each candidate of director shall be individually proposed. The board of directors shall state the biographical details and basic particulars of the candidates to the shareholders.

(I) when a re-election of the board of directors or an addition or replacement of director for the incumbent board of directors takes place, the incumbent board of directors and shareholders individually or collectively holding 3% or more of shares of the Company may nominate candidates based on the number of persons to be elected as directors for the next session of the board of directors or additional candidates as directors who are not staff representatives;

(II) candidates to be elected as director nominated by shareholders shall be subject to qualification review by the incumbent board of directors and then proposed to the shareholders' meeting for election upon approval.

Article 87 When voting at the shareholders' meeting for the election of directors, cumulative voting system may be implemented if more than one director is to be elected. When a single shareholder of the Company and its persons acting in concert holds more than 30% of the shares, the cumulative voting system shall be adopted.

The cumulative voting system mentioned in the preceding paragraph means that when directors are being elected at a shareholders' meeting, each share has the number of votes same as the number of directors to be elected, and the shareholders' votes may be used in a concentrated manner.

The principles below shall be followed for voting at a shareholders' meeting under the cumulative voting system:

(I) the number of candidates for the directors may be greater than that of the directors to be elected at the shareholders' meeting, but the number of candidates to be voted by each shareholder shall not exceed the number of directors to be elected at the shareholders' meeting, and the total number of votes allocated to a shareholder shall not exceed the number of votes which he/she is entitled; otherwise, his/her votes shall be invalid;

(II) voting for independent directors and non-independent directors shall be carried out separately. For the election of independent directors, the number of votes each shareholder is entitled to shall be equal to the number of shares held by the shareholder multiplied by the number of independent directors to be elected, and such votes must be cast only for the candidates for the Company's independent directors; for the election of non-independent directors, the number of votes each shareholder is entitled to shall be equal to the number of shares held by the shareholder multiplied by the number of non-independent directors to be elected, and such votes must be cast only for the candidates for the Company's non-independent directors;

(III) the candidates to be finally elected as directors shall be determined according to the numbers of votes they have received, but the minimum number of votes each candidate elected has received must exceed half of the total number of shares held by shareholders attending the shareholders' meeting. If the number of directors elected falls short of the number of directors to be elected at the shareholders' meeting, a new round of voting shall be carried out for the candidates for directors not having received the required number of votes to fill the shortfall. If the shortfall is still not eliminated, a by-election shall be conducted at the next shareholders' meeting of the Company. If two or more candidates for directors have the same number of votes, but not all of them can be elected according to the election quota, a separate round of voting shall be conducted for such candidates with the same number of votes.

Article 88 In addition to the cumulative voting system, the shareholders' meeting shall vote on all proposals one by one; in the event that there are several proposals for the same issue, such proposals shall be voted on and resolved in order of the time at which they have been submitted. Unless the shareholders' meeting is terminated or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be set aside nor withheld at the shareholders' meeting.

Article 89 No amendment shall be made to a proposal when it is considered at a shareholders' meeting; otherwise, the relevant amendment shall be deemed a new proposal and shall not be voted on at the shareholders' meeting.

Article 90 Each voting right shall be exercised either at the meeting, online, or by any of other available means. The first vote shall prevail in cases when a given voting right is exercised repeatedly.

Article 91 Voting shall be conducted by open ballot at a shareholders' meeting.

Article 92 When proposals are voted on at the shareholders' meeting, two shareholder representatives shall be appointed to participate in vote counting and scrutinizing. Where any shareholder has interests in any matter considered, the said shareholder or proxy thereof shall not participate in vote counting and scrutinizing.

When proposals are voted on at the shareholders' meeting, the lawyer and shareholder representative shall count and scrutinize the votes jointly and announce the voting results on the scene. Such voting results shall be recorded in the meeting minutes.

Shareholders or proxies thereof voting online shall have the right to check their voting results via the corresponding voting system.

Article 93 An onsite shareholders' meeting shall not conclude earlier than that held online or by other means, and the chairperson of the meeting shall be responsible for announcing whether a proposal is passed or not at the shareholders' meeting according to the voting results of each proposal.

Before the formal announcement of voting results, the Company, vote counters, vote scrutineers, major shareholders, network services providers and other related parties involved at the onsite shareholders' meetings, over the network and by another voting method shall have an obligation to keep confidential details of the voting.

Article 94 A shareholder attending a shareholders' meeting shall express one of the following opinions on any proposal to be voted on: for, against or abstention, save for the circumstance under which the securities registration and clearing institution, acting as the nominal holder of shares under the Mainland-Hong Kong Stock Connect, makes a declaration according to the intentions of the de facto holders.

Uncompleted paper ballots, wrongly completed paper ballots, paper ballots with illegible characters and uncast paper ballots shall be deemed as those voters abstaining from their voting rights. The voting results of the shares they hold shall be counted as "abstentions".

Article 95 If the chairperson of the meeting has any doubt as to the results of a resolution which has been put to vote, he/she may have the votes counted. If the chairperson of the meeting has not counted the votes, any shareholder who is present in person and who objects to the results announced by the chairperson may, immediately after the declaration of the results, demand that the votes be counted and the chairperson shall have the votes counted immediately.

Article 96 Resolutions of the shareholders' meeting shall be announced in due time. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the voting shares of the Company, the voting method, the voting results for every proposal and the details of each of the resolutions passed.

Article 97 Where a proposal has not been passed or any resolutions of the preceding shareholders' meeting have been changed at the current shareholders' meeting, special mention shall be made in the announcement of the resolutions of the shareholders' meeting.

Article 98 If the shareholders' meeting passes a proposal concerning the election of a director, the newly appointed director shall take office on the date as specified in the resolution of the shareholders' meeting; if the appointment time of the new director is not specified in the resolution of the shareholders' meeting, the newly appointed director shall take office on the date when the resolution of the shareholders' meeting is passed.

Article 99 Where a proposal in relation to the payment of cash dividends, the issue of bonus shares or the capitalisation of capital reserves has been passed at a shareholders' meeting, the Company shall implement the specific plans within two months after the conclusion of the shareholders' meeting. If the specific plan cannot be implemented within two months due to the provisions of laws and regulations and the securities regulatory rules of the place where the shares of the Company are listed, the implementation date may be adjusted accordingly in accordance with relevant regulations and the actual situation.

CHAPTER 5 BOARD OF DIRECTORS

Section 1 Directors

Article 100 Directors may include executive directors, non-executive directors and independent directors (the term "independent director" has the same meaning as "independent non-executive director" in the Hong Kong Listing Rules). Non-executive directors refer to directors who do not hold management positions in the Company. Independent director refers to a person who meets the regulatory requirements of the stock exchanges where the Company's shares are listed. Directors of the Company shall be natural persons who shall possess the qualifications as required by laws, administrative regulations and rules. A person who falls into any of the following circumstances shall not serve as a director of the Company:

(I) persons without civil conduct capacity or with limited civil conduct capacity;

(II) persons who were sentenced for crimes of corruption, bribery, encroachment or embezzlement of property or disruption of the socialist economic order, or persons who were deprived of their political rights for committing a crime, in each case where five years have not lapsed following the serving of the sentence, or in case of a suspended sentence, not more than two years have elapsed since the date of expiration of the probationary period;

(III) persons who acted as directors, or factory managers or managers of bankrupt or liquidated companies or enterprises who bear personal liability for the bankruptcy or liquidation of such companies or enterprises, where three years have not lapsed following the date of completion of such bankruptcy or liquidation;

(IV) persons who were legal representatives of a company or enterprise, which had its business license revoked due to a violation of the law and were ordered to close down, and who bear personal liability for the revocation or close down, where less than three years have elapsed since the date of the revocation of business license and the order to close down such company or enterprise;

(V) persons who have been listed by the People's Court as defaulter because they have incurred a substantial debts that have not been settled by the due date;

(VI) persons who have been banned from the market by the CSRC by prohibiting him/her from serving as a director or senior management member of any listed company for a period which has not yet expired;

(VII) persons who are publicly deemed by a stock exchange as unsuitable to serve as a director and senior management member of a listed company for a period which has not yet expired;

(VIII) other requirements stipulated in the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed.

If any director is elected or appointed in violation of the provisions of this article, 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.

Article 101 Directors are elected or replaced by the shareholders' meeting and may be removed from office by the shareholders' meeting before the expiration of their term, in accordance with the relevant laws, regulations, and listing rules of the stock exchanges where the Company's shares are listed, through an ordinary resolution (provided that any claims for compensation that the removed director may have under any contract are not affected thereby). The term of office for a director is three years, and they may be re-elected upon expiration of their term.

The term of office for a director is calculated from the date of assumption of office until the expiration of the term of the current board of directors. If directors are not timely re-elected upon the expiration of their term, the original directors shall continue to perform their duties in accordance with the provisions of laws, administrative regulations, departmental rules, and the Articles of Association.

Directors may concurrently hold positions as senior management members, but the total number of directors who concurrently hold positions as senior management members shall not exceed one-half of the total number of directors of the Company.

A company with more than three hundred employees shall include employee representatives in its board of directors. The employee representative(s) on the board of directors shall be democratically elected by the company's employees through employee representatives' meetings, the employees' general meeting or other appropriate means, and such appointment shall not require approval by the shareholders' meeting. The Company shall have one (1) employee representative director in the board of directors.

Article 102 Directors shall comply with the provisions of laws, administrative regulations and the Articles of Association, take measures to avoid any conflict between their own interests and the interests of the Company, and shall not use their powers to gain an improper advantage. They shall have the following fiduciary obligations to the Company:

(I) shall not abuse their powers to accept bribes or accept other unlawful income and shall not embezzle the properties of the Company;

(II) shall not misappropriate of the funds of the Company;

(III) shall not deposit the assets or funds of the Company into accounts under his/her own name or the name of other individuals;

(IV) shall not loan the funds of the Company to others or provide guarantees for others with the properties of the Company in violation of the Articles of Association or without the approval of the shareholders' meeting or the board of directors;

(V) directors, their close relatives, the enterprises directly or indirectly controlled by directors or their close relatives, and the related parties who have any other related party relationship with the directors shall not directly or indirectly enter into contracts or conduct transactions with the Company without performing the reporting obligation to the board of directors or the shareholders' meeting and approval by the board of the directors or the resolution at the shareholders' meeting;

(VI) shall not take advantage of his/her position to seek any business opportunity that belongs to the Company for himself/herself or any other person except under any of the following circumstances:

(1) where he/she has reported to the board of directors or the shareholders' meeting and has obtained an approval by a resolution of the board of directors or the shareholders' meeting according to the provisions of the Articles of Association;

(2) where the company cannot make use of the business opportunity as stipulated by the provisions of laws, administrative regulations or the Articles of Association.

(VII) shall not operate the same kind of business as that of the Company for themselves or for others' benefit if failing to report to the board of directors or the shareholders' meeting and obtain an approval by a resolution of the board of directors or the shareholders' meeting;

(VIII) shall not take as their own any commission for any transaction between others and the Company;

(IX) shall not disclose confidential information of the Company without permission;

(X) shall not use their affiliated relationship to damage the interests of the Company;

(XI) shall have other loyalty obligations stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The proceeds from the violation of such provisions by directors shall be attributed to the Company, and he/she shall be liable to compensate the Company for the losses thereof.

The close relatives of directors or senior management members, enterprises directly or indirectly controlled by directors or senior management members or their close relatives, and related persons with other associated relationships with directors or senior management members, when entering into contracts or conducting transactions with the Company, shall apply the provisions of the item (V) of the second paragraph of this article.

Article 103 In performing their duties, directors shall exercise the level of reasonable care that is normally expected of an administrator, always acting in the best interests of the Company, and shall fulfill the following diligence obligations in accordance with laws, administrative regulations and the Articles of Association:

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

(II) to treat all shareholders impartially;

(III) to keep informed of the operation and management conditions of the Company in a timely manner;

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

(V) to provide information and data to the audit committee, and not to interfere with the audit committee in their exercise of powers;

(VI) other diligence obligations stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 104 If any director fails to attend board meetings in person or by proxy for two consecutive times, the said director shall be deemed incapable of performing his/her duties, and the board of directors shall propose removal of such director to the shareholders' meeting. Subject to the securities regulatory rules of the places where the Company's shares are listed, any director attending the board meeting by internet, video, telephone or other equivalent means, shall also be deemed to be present in person thereat.

For any independent director not qualified or unable to be an independent director or that fails to independently fulfill his/her duty or protect the legitimate rights and interests of the Company and small and medium investors, shareholder(s) individually or jointly holding more than 1% of the shares of the Company may propose to the board of directors of the Company to question or remove the said independent director. The questioned independent director shall explain the issues in question and disclose them in a timely manner. The board of directors of the Company shall, upon receipt of the proposal on relevant inquiry or dismissal, promptly hold a special meeting for discussion and disclose the results thereof.

Article 105 A director may resign prior to expiry of his/her term of office. A resigning director shall submit a written resignation report. The resignation shall take effect on the date the Company receives the resignation notice. The Company shall disclose the relevant circumstances within 2 days.

Where the resignation of the director will render the number of directors of the board of directors of the Company to fall below the statutory quorum, or the resignation of an independent director resulting in the number of independent directors being less than one-third of the board members, the absence of accounting professionals among the independent directors, or the proportion of independent directors in the board's special committees not complying with laws and regulations, the original director shall continue to perform director duties pursuant to the provisions of laws, administrative regulations, departmental rules and the Articles of Association prior to appointment of his/her replacement. The Company shall complete the election of a replacement for the independent director within sixty days from the date of resignation to ensure that the composition of the board of directors and its special committees complies with laws and regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 106 The Company has established a management system for the departure of directors, clearly defined safeguarding measures for accountability and recovery of unfulfilled public commitments and other unfulfilled matters. A director shall complete all of the handover procedures with the board of directors once his/her resignation becomes effective or his/her term of office expires. The loyalty obligations to the Company and the shareholders are not necessarily released upon expiry of his/her term of office. The period during which a director shall bear the loyalty obligations after the resignation takes effect or the term expires shall be two years or such other period as determined by a resolution of the board of directors. The obligation of confidentiality in respect of trade secrets of the Company after a director's resignation takes effect or the term expires survives the termination of his/her term of office until such trade secrets become publicly known. A director's duties for the performance of his/her duties during his/her tenure shall not be relieved or terminated.

Article 107 The shareholders' meeting may resolve to remove a director, and the removal takes effect on the date the resolution is made.

If a director is removed before the expiration of his/her term without justifiable reasons, the director may demand compensation from the Company.

Article 108 Save as specified in the Articles of Association or as legally authorized by the board of directors, no director shall act on behalf of the Company or the board of directors in his/her personal name. If a director acts in his/her own name but a third party may reasonably think that the said director is acting on behalf of the Company or the board of directors, the said director shall make a prior statement of his/her standpoint and capacity.

Article 109 Where a director causes damage to others when carrying out his/her duties, the Company shall be liable for compensation; where a director acts with willful or material default, he/she shall also be liable for compensation. If a director breaches the laws, administrative regulations, departmental rules or the Articles of Association in fulfilling his/her duties and causes loss to the Company, the said director shall be liable for compensation.

If a director provides guarantee for others with the property of the Company without the approval of the board of directors or the shareholders' meeting, the board of directors shall propose a replacement of such director to the shareholders' meeting; and if the Company has suffered any loss arising therefrom, the said director shall be liable for compensation. The controlling shareholder or the actual controller of the Company instructing a director to engage in acts that harm the interests of the Company or shareholders shall bear joint and several liabilities with the director.

Articles 102 and 103 hereof shall apply to the controlling shareholder or the actual controller of the Company who do not serve as directors but are executing the affairs of the Company.

Article 110 The qualifications, procedure of nomination and election, term of office, resignation and powers and functions of directors shall be as specified by the laws, administrative regulations, departmental rules and the provisions issued by the CSRC.

The independent directors shall act in accordance with the laws, administrative regulations, and the relevant provisions of the CSRC and the stock exchanges where the Company's shares are listed.

Article 111 Independent directors must maintain their independence. The following persons shall not serve as independent directors:

(I) personnel employed by the Company or its affiliated enterprises, as well as their spouses, parents, children and other major social relations;

(II) natural person shareholders who directly or indirectly hold more than one percent of the issued shares of the Company or are among the top ten shareholders of the Company and their spouses, parents or children;

(III) shareholders who directly or indirectly hold more than five percent of the issued shares of the Company or persons who are among the top five shareholders of the Company and their spouses, parents and children;

(IV) persons employed in the affiliated enterprises of the controlling shareholder or actual controller of the Company and their spouses, parents and children;

(V) persons who have significant business dealings with the Company and its controlling shareholders, actual controllers or their respective affiliated enterprises, or persons who are employed in entities with significant business dealings and their controlling shareholders and actual controllers;

(VI) persons who provide financial, legal, consulting, sponsorship and other services to the Company and its controlling shareholders, actual controllers or their respective affiliated enterprises, including but not limited to all project team members of the intermediary agency providing the services, review personnel at all levels, persons signing reports, partners, directors, senior management personnel and principal persons in charge;

(VII) persons who have had any of the circumstances listed in items I to VI within the last twelve months;

(VIII) other persons who are not independent as stipulated by laws, administrative regulations, requirements of the CSRC, the business rules of the stock exchanges where the Company's shares are listed and the Articles of Association.

The affiliated enterprises of the controlling shareholder or actual controller of the Company referred to in items IV to VI shall not include enterprises that are under the control of the same state-owned asset management institution as the Company, where relevant provisions consider to have no affiliated relationship with the Company in accordance with the relevant provisions.

Independent directors shall conduct an annual self-examination of their independence and submit the self-examination results to the board of directors. The board of directors shall assess the independence of the independent directors in office each year and issue a special opinion, which shall be disclosed in conjunction with the annual report.

Article 112 To serve as an independent director of the Company, the following conditions must be met:

(I) be qualified to serve as a director of a listed company in accordance with laws, administrative regulations and other relevant provisions;

(II) meet the independence requirements stipulated in the Articles of Association;

(III) possess basic knowledge of the operation of a listed company and be familiar with relevant laws, regulations and rules;

(IV) have more than five years of experience in law, accounting or economics necessary to perform the duties of an independent director;

(V) have good personal character and no record of major bad faith or other bad records;

(VI) other conditions as stipulated by laws, administrative regulations, requirements of the CSRC, the business rules of the stock exchanges where the Company's shares are listed and the Articles of Association.

Article 113 Independent directors, as members of the board of directors, are obligated to be faithful and diligent to the Company and all shareholders, and to perform the following duties prudently:

(I) participate in board decisions and express clear opinions on matters discussed;

(II) supervise potential major conflicts of interest between the Company and its controlling shareholders, actual controllers, directors and senior management, and protect the legitimate rights and interests of minority shareholders;

(III) provide professional and objective advice on the Company's operation and development to promote the improvement of the decision-making level of the board of directors;

(IV) other duties as stipulated by laws, administrative regulations, requirements of the CSRC and the Articles of Association.

Article 114 Independent directors exercise the following special powers:

(I) independently engage an intermediary agency to audit, consult or verify specific matters of the Company;

(II) propose to the board of directors to convene an extraordinary shareholders' meeting;

(III) propose to convene a board meeting;

(IV) publicly solicit shareholder rights from shareholders in accordance with the law;

(V) express independent opinions on matters that may harm the interests of the Company or minority shareholders;

(VI) other powers as prescribed by laws, administrative regulations, requirements of the CSRC and the Articles of Association.

Where an independent director exercises the powers listed in items I to III of the preceding paragraph, it shall be subject to the consent of more than half of all independent directors.

Where an independent director exercises the powers listed in the first paragraph, the Company shall disclose them in a timely manner. If the above-mentioned powers cannot be exercised normally, the Company will disclose the specific circumstances and reasons.

Article 115 The following matters shall be submitted to the board of directors for consideration with the consent of more than half of all independent directors of the Company:

(I) related party transactions that should be disclosed;

(II) plans for the Company and related parties to change or waive commitments;

(III) decisions and measures taken by the board of directors of the acquired listed company in connection with the acquisition;

(IV) other matters as prescribed by laws, administrative regulations, requirements of the CSRC and the Articles of Association.

Article 116 The Company shall establish a specialized meeting mechanism attended by all independent directors. Where the board of directors deliberates related party transactions and other matters, prior approval shall be obtained from the special meeting of independent non-executive directors.

The Company shall convene specialized meetings of independent directors on a regular or irregular basis. Matters listed in items (I) to (III) in the first paragraph in Article 114 and Article 115 of the Articles of Association shall be considered by the specialized meeting of independent directors.

The specialized meeting of independent directors may study and discuss other matters of the Company as necessary.

The specialized meeting of independent directors shall be convened and presided over by an independent director jointly elected by a majority of the independent directors; in the event that the convener is not performing his/her duties or is unable to perform his/her duties, two or more independent directors may convene the specialized meeting on their own and elect a representative to preside over the meeting.

Minutes of specialized meetings of independent directors shall be prepared in accordance with the regulations, and the opinions of the independent directors shall be set out in the minutes. The independent directors shall sign to confirm the minutes.

The Company facilitates and supports the convening of specialized meetings of independent directors.

Section 2 Board of Directors

Article 117 The Company shall have a board of directors, which shall be accountable to the shareholders' meeting.

Article 118 The board of directors consists of eleven directors, including one chairman, and two co-chairmen. Among the board members, there are four independent directors.

Article 119 The board of directors shall exercise the following functions and powers:

(I) to convene shareholders' meetings, and submit work reports to the shareholders' meeting;

(II) to implement the resolutions of shareholders' meetings;

(III) to resolve on the Company's business plans and investment plans;

(IV) to formulate the Company's profit distribution plan and the plan for recovery of losses;

(V) to formulate the Company's plans for increase or reduction of registered capital, issuance of bonds or other securities and listing plan;

(VI) to formulate the Company's plans for significant acquisition, acquisition of the Company's shares or merger, division, dissolution and change of company form;

(VII) to decide, within the scope of the mandate granted by the shareholders' meeting, on the Company's external investments, acquisition and sale of assets, mortgage of assets, external guarantees, entrusted wealth management, related party transactions, etc.;

(VIII) to decide on the establishment of the Company's internal management organizations;

(IX) to decide on the appointment or dismissal of the general manager, secretary to the board of directors and other senior management members of the Company, and to decide on their remunerations, incentives and penalties; to decide on the appointment or dismissal of senior management members such as the deputy general manager or chief financial officer of the Company based on the nominations by the general manager, and to decide on their remunerations, incentives and penalties;

(X) to formulate the basic management system of the Company;

(XI) to formulate the proposals for any amendment to the Articles of Association;

(XII) to manage information disclosure of the Company;

(XIII) to propose to the shareholders' meeting on appointment or change of the accounting firms which provide audit services to the Company;

(XIV) to listen to work reports of the general manager of the Company and inspect his/her work;

(XV) any other functions and powers stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, conferred by the shareholders' meeting or the Articles of Association.

Matters exceeding the scope of the authority of the shareholders' meeting shall be submitted to the shareholders' meeting for consideration.

Article 120 The board of directors of the Company shall make a statement to the shareholders' meeting regarding the non-standard audit opinion issued by the certified public accountant on the Company's financial report.

Article 121 The board of directors shall formulate the rules of procedure for the board of directors to ensure implementation of the resolutions of the shareholders' meeting, as well as the work efficiency and scientific decision-making of the board of directors.

The rules of procedure for the board of directors shall be annexed to the Articles of Association and shall be drafted by the board of directors and approved by the shareholders' meeting.

The board of directors has set up the audit committee, the nomination committee, the remuneration and assessment committee, the strategy committee and the sustainable development committee and formulated the rules of procedures for the special committees.

Article 122 The board of directors shall define the authority and establish stringent review and decision-making procedures in respect of external investments, acquisition and sale of assets, mortgage of assets, external guarantees, entrusted wealth management and related party transactions.

Within the scope of the mandate granted by the shareholders' meeting, the transactions of the Company that meet one of the following criteria shall be submitted to the board of directors for consideration and approval:

(I) the total amount of assets involved in the transaction (where both book value and appraised value are available, whichever is higher) accounts for more than 10% of the Company's latest audited total assets;

(II) the concluded transaction amount (including liabilities and expenses incurred) accounts for more than 10% of the latest audited net assets of the Company, and exceeds RMB10 million in absolute amount;

(III) the profit generated from the transaction accounts for more than 10% of the audited net profit of the Company in the latest accounting year, and exceeds RMB1 million in absolute amount;

(IV) the operating revenue related to the subject of the transaction (e.g. equity interest) in the latest accounting year accounts for more than 10% of the audited operating revenue of the Company in the latest accounting year and exceeds RMB10 million in absolute amount;

(V) the net profit related to the subject of the transaction (e.g. equity interest) in the latest accounting year accounts for more than 10% of the audited net profit of the Company in the latest accounting year, and exceeds RMB1 million in absolute amount;

(VI) the net assets (where both book value and appraised value are available, whichever is higher) related to the subject of the transaction (e.g. equity interest) account for more than 10% of the latest audited net assets of the listed company, and exceed RMB10 million in absolute amount.

The term "transaction" referred to in this article shall have the same meaning as the term "transaction" referred to in Article 47 hereof. If the data involved in the above indicators is negative, the absolute value shall be taken for calculation.

Where the listing rules of the places where the Company's shares are listed provide otherwise, such rules shall prevail.

Transactions which do not meet the criteria for submission to the shareholders' meeting and the board of directors for consideration as stipulated in the Articles of Association, relevant laws and regulations, and the listing rules of the places where the Company's shares are listed will be submitted to the chairman's office meeting and the general manager for consideration. Refer to relevant systems and rules of the Company for details.

Article 123 The chairman and co-chairman shall be elected by the board of directors with approval of more than half of all the directors.

Article 124 The chairman shall exercise the following functions and powers:

(I) to preside over shareholders' meetings, and convene and preside over board meetings;

(II) to supervise and examine the implementation of board resolutions;

(III) to sign share certificates, corporate bonds and other marketable securities issued by the Company;

(IV) to exercise the functions and powers as the legal representative;

(V) to execute the important documents of the board of directors and other documents required to be executed by the legal representative of the Company;

(VI) in any emergent force majeure event such as a catastrophic natural disaster, to exercise the special right of disposal in respect of the affairs of the Company in compliance with laws and regulations and in the interests of the Company, and to report to the board of directors or the shareholders' meeting of the Company afterwards;

(VII) to preside over the daily work of the board of directors during the intervals between board meetings; the Company shall formulate the rules of procedure for the chairman's office meeting, and the chairman can perform his/her duties through the chairman's office meeting during the intervals between board meetings. Refer to the Rules of Procedure for the Chairman's Office Meeting for details;

(VIII) to be authorized to approve the transactions of the Company except those that need to be considered and approved by the board of directors and the shareholders' meeting within the scope of the mandate granted by the shareholders' meeting and the board of directors.

The term "transaction" referred to in this article shall have the same meaning as the term "transaction" referred to in Article 47 hereof. If the data involved in the above indicators is negative, the absolute value shall be taken for calculation.

(IX) to exercise other functions and powers conferred by the board of directors.

Article 125 Where the chairman fails to or rejects to perform his/her duties, such duties shall be performed by the co-chairman; where the co-chairman fails to or rejects to perform his/her duties, one director shall be elected by over half of the directors to perform such duties.

Article 126 The board of directors shall convene at least four regular meetings each year, convened by the chairman, with written notice to all directors 14 days prior to the meeting.

Article 127 Any shareholder(s) holding 1/10 or more of the voting rights, one-third or more of the directors or the audit committee may propose the holding of an extraordinary meeting of the board of directors. The chairman shall convene and preside over a board meeting within 10 days from receipt of such proposal.

Article 128 The notice method and time limit for convening an extraordinary meeting of the board of directors are: written notice shall be given 5 days before the meeting; however, in case of urgent reasons, the meeting can be convened at any time through oral, telephone, or other means.

Article 129 A notice of the board meeting shall include:

(I) date and venue of the meeting;

(II) duration of the meeting;

(III) subject matters and issues;

(IV) date of notice;

(V) contact persons of the meeting and their contact information.

Article 130 Except as otherwise provided in the Articles of Association, the board meeting shall be held upon the attendance of more than half of directors.

Article 131 Except as otherwise provided in the Articles of Association, the resolutions made by the board of directors must be passed by more than half of all directors.

Voting on board resolutions is conducted on a one-person-one-vote basis.

Article 132 If any director has connection with the enterprise or individual involved in the resolution made at a board meeting, such director shall submit a written report to the board of directors in a timely manner. The said director shall not vote on the said resolution for himself/herself or on behalf of another director. The board meeting may be held when more than half of the nonconnected directors attend the meeting. The resolution of the board meeting shall be passed by more than half of the nonconnected directors. If the number of nonconnected directors attending the board meetings is less than three, the issue shall be submitted to the shareholders' meeting for consideration. If there are any additional restrictions on directors' participation in and voting at board meetings in accordance with laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, such provisions shall prevail.

Article 133 The resolution of the board of directors shall be voted in writing unless more than half of the directors present at the meeting agree to vote by a show of hands.

On the premise of ensuring that directors can fully express their opinions, an extraordinary meeting of the board of directors may be held in writing (including delivering meeting materials by hand, by post, by fax, by email, etc.) or by telephone conference (or with the help of similar communication equipment) instead of holding an on-site meeting. The board of directors shall prepare the board resolution after the meeting and submit it to the attending directors for signature.

Article 134 Directors shall attend board meetings in person. If any director cannot attend the meeting for any reason, he/she may authorize in writing another director to act on his/her behalf. The power of attorney shall set out the name of the proxy, the matters represented, scope of authorization and validity period, and shall be signed or sealed by the appointing director. The appointed director who attends the meeting shall exercise the director's duties within the scope of authorization. If a director does not attend a board meeting in person and does not appoint a proxy to attend the meeting, he/she shall be deemed to have waived the voting rights at the meeting.

Article 135 The board of directors shall make minutes of the decisions on the matters discussed at the meeting, and the directors, the secretary to the board of directors and the recorder who attended the meeting shall sign the minutes. Directors have the right to request that some explanatory record of their speeches at the meeting be made in the minutes.

Minutes of the board meetings shall be kept as company files for a period of no less than 10 years.

Article 136 The minutes of board meetings shall include the following:

(I) date, venue and name of the convener of the meeting;

(II) names of the directors present and names of the directors (proxies) entrusted by others to attend the board meeting;

(III) agenda of the meeting;

(IV) summaries of directors' speeches;

(V) voting method and results of each resolution (the voting results shall state the number of votes for, against or abstention).

Article 137 The directors shall be responsible for the resolutions passed at board meetings. Where a resolution of the board of directors is in violation of any law, administrative regulation, the Articles of Association, or resolutions of the shareholders' meeting and thereby causes any serious loss to the Company, the directors who participated in the passing of such resolution are liable to compensate the Company. However, if a director has been proven to have expressed dissenting opinions on the resolution during the voting and such opinions are recorded in the meeting minutes, he/she may be exempt from liability.

If the board of directors makes a resolution on external guarantees in violation of the provisions of the Articles of Association on the power of examination and approval and the review procedures for external guarantees, the audit committee shall suggest that the shareholders' meeting replace those directors who have voted in favor of the resolution at the board meeting; and if the Company has suffered any loss arising therefrom, the directors who have voted in favor of the resolution at the board meeting shall be jointly liable for compensation to the Company.

Section 3 Special Committees of the Board of Directors

Article 138 The board of directors of the Company has established an audit committee to exercise the powers and functions of the supervisory committee as stipulated in the Company Law.

Article 139 The audit committee shall consist of five members, who shall be directors who do not hold senior management positions in the Company, of whom three shall be independent directors, with an accounting professional from among the independent directors serving as the convener. Employee representatives who are members of the board of directors may serve as members of the audit committee.

Article 140 The audit committee is responsible for reviewing the Company's financial information and its disclosures, supervising and evaluating the internal and external audits and internal controls. The following matters shall be submitted to the board of directors for consideration after the approval by a majority of all members of the audit committee:

(I) disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports;

(II) appointment or dismissal of the accounting firm that undertake the listed company's auditing business;

(III) appointment or dismissal of the listed company's chief financial officer;

(IV) changes in accounting policies, accounting estimates or correction of material accounting errors for reasons other than changes in accounting standards;

(V) other matters as stipulated by laws, administrative regulations, requirements of the CSRC and the Articles of Association.

Article 141 The audit committee shall hold at least one meeting every quarter, and may hold an extraordinary meeting when three or more members propose, or when the convener deems it necessary. The quorum of the meeting of the audit committee shall be more than two-thirds of the members are present.

Resolutions made by the audit committee shall be approved by more than half of the members of the audit committee.

The voting on the resolution of the audit committee shall be one person, one vote.

The audit committee shall prepare meeting minutes for its resolutions in accordance with the regulations, and the members of the audit committee attending the meeting shall sign on the meeting minutes.

The board of directors is responsible for formulating the working procedures of the audit committee.

Article 142 The board of directors has established four other special committees of the board of directors: the strategy committee, the nomination committee, the remuneration and evaluation committee and the sustainability committee. All members of the special committees are composed of directors. The majority of the membership of the nomination committee and the remuneration and assessment committee shall consist of independent directors, who shall also act as conveners. The specific responsibilities of the nomination committee and the remuneration and assessment committee are as follows:

(I) nomination committee

The nomination committee consists of three directors. In particular, the independent directors shall account for more than half of the members. The nomination committee is responsible for developing standards and procedures for the election of directors and senior management members, and selecting and examining the qualifications of the candidates for directors and senior management members, and making recommendations to the board of directors on the following matters:

1. nomination or removal of directors;

2. appointment or dismissal of senior management members;

3. other matters stipulated by laws, administrative regulations, requirements of the CSRC, the listing rules of the places where the Company's shares are listed and the Articles of Association.

If the board of directors does not adopt or does not fully adopt the recommendations of the nomination committee, it shall record the opinion of the nomination committee and specific reasons for its non-adoption in the resolution of the board of directors and disclose the same.

(II) remuneration and evaluation committee

The remuneration and evaluation committee consists of three directors. In particular, the independent directors shall account for more than half of the members. The remuneration and evaluation committee is responsible for formulating evaluation standard for directors and senior management members and implementation of the evaluation, and formulating and reviewing the remuneration policies and plans for directors and senior management members, and making recommendations to the board of directors on the following matters:

1. remuneration of directors and senior management members;

2. formulation of or change to equity incentive plans and employee stock ownership plans, and conditions for incentive participants to be granted with and exercise interests;

3. arrangement of stock ownership plans for subsidiaries to be spun off by directors and senior management members;

4. other matters stipulated by laws, administrative regulations, requirements of the CSRC, the listing rules of the places where the Company's shares are listed and the Articles of Association.

If the board of directors does not adopt or does not fully adopt the recommendations of the remuneration and assessment committee, it shall record the opinion of the remuneration and assessment committee and specific reasons for its non-adoption in the resolution of the board of directors and disclose the same.

The remuneration assessment mechanism for directors and senior management members of the Company shall comply with relevant working rules. Matters exceeding the scope of the authority of the shareholders' meeting shall be submitted to the shareholders' meeting for consideration.

(III) strategy committee

The strategy committee consists of three directors. In particular, the independent directors shall account for more than half of the members. The main duties of the strategy committee are:

1. to study and make proposal on the long-term development strategy of the Company;

2. to study and make proposal on significant investment decisions and financing plans that are subject to the approval by the board of directors according to the Articles of Association;

3. to study and make proposal on significant capital operations and asset operating projects that are subject to the approval by the board of directors according to the Articles of Association;

4. to study and make proposal on other significant matters that affect the development of the Company;

5. to inspect the implementation of the foregoing;

6. to handle such other matters as authorized by the board of directors.

(IV) sustainability committee

The committee consists of six directors, of whom two shall be independent directors. The primary objective of the sustainability committee is to promote sustainable development of the Company by enhancing the quality of the Company's ESG (i.e. Environment, Social and Governance) work in the context of the strategic management of the Company, thereby promoting enhancement in the overall value of the Company. The main duties of which include the following:

1. to conduct research, analysis and risk assessment on sustainable development and ESG-related issues of the Company, and propose vision, strategy and framework in respect of ESG of the Company;

2. to review and approve ESG development objectives and key performance indicators of the Company, oversee the progress of the implementation of ESG objectives, and make recommendations based on the results of ESG implementation and the achievement of performance objectives;

3. to oversee the operation of the Company's ESG system in various business segments, deliberate and review the impact of Company business on the environment and society, respond proactively to emerging sustainability issues, and provide the board of directors with recommendations and proposals to enhance the performance of sustainable development of the Company;

4. to regularly report to the board of directors on the Company's ESG-related work, provide timely feedback on the progress of the Company's ESG work and issues of concern to the Company from internal and external stakeholders, and put forward enhancement proposals for the management of ESG practices of the Company;

5. to review the annual ESG report of the Company and report to the board of directors;

6. to conduct research and make recommendations on other major matters affecting the sustainable development of the Company;

7. other matters authorized by the board of directors of the Company and other matters involved in related laws and regulations.

Section 4 Chairman's Office Meeting

Article 143 The Company shall have a chairman's office meeting, which is composed of all non-independent directors, the general manager, deputy general managers, the secretary to the board of directors, and the chief financial officer.

Article 144 During the intervals between board meetings, the chairman's office meeting exercises the authority granted by the board of directors. Specific authority and relevant rules of procedure shall be stipulated in the Rules of Procedure for the Chairman's Office Meeting.

CHAPTER 6 SENIOR MANAGEMENT MEMBERS

Article 145 The Company shall have one general manager, who is appointed or dismissed by the board of directors.

The general Manager, deputy general managers, chief financial officer, and secretary to the board of directors of the Company are senior management members of the Company.

Article 146 Article 100 hereof in relation to the circumstances under which a person may not serve as a director, and the provisions of the management system for the departure shall mutatis mutandis apply to senior management members.

The provisions of Article 102 hereof regarding the loyalty obligations of directors and the provisions of items (IV) to (VI) of Article 98 hereof regarding the diligence obligations of directors shall mutatis mutandis apply to senior management members.

Article 147 Any person who holds any administrative office (other than director) in the controlling shareholder group of the Company shall not hold any office of senior management member in the Company concurrently. The senior management members may receive their remunerations from the Company only, rather than from the controlling shareholder.

Article 148 The term of office of the general manager shall be 3 years, renewable upon re-appointment.

Article 149 The general manager shall be accountable to the board of directors and shall exercise the following functions and powers:

(I) to be in charge of the Company's production, operation and management, and to organize and implement the resolutions of the board of directors and report on works to the board of directors;

(II) to organize and implement the Company's annual plan and investment proposals;

(III) to draft plans for the establishment of the Company's internal management organizations;

(IV) to draft the Company's basic management system;

(V) to formulate specific rules and regulations for the Company;

(VI) to request the board of directors to appoint or dismiss senior management members of the Company, excluding the general manager;

(VII) to request the chairman's office meeting to appoint or dismiss management personnel of the Company, excluding those appointed or dismissed by the board of directors. Refer to the Rules of Procedure for the Chairman's Office Meeting and the Working Rules of the General Manager for details;

(VIII) to decide on the appointment or dismissal of company management personnel, excluding those to be decided by the board of directors or the chairman's office meeting. Refer to the Working Rules of the General Manager for details;

(IX) to determine significant transaction matters, excluding those that must be approved by the shareholders' meeting, the board of directors, or the chairman's office meeting as stipulated by the Articles of Association and relevant company policies;

(X) to establish the salary system for employees of the Company and its subsidiaries (excluding senior management members), and submit it to the chairman's office meeting for approval and implementation;

(XI) to decide on the job levels, salaries, benefits, reward and punishment policies and plans for other company employees, excluding those to be decided by the board of directors;

(XII) to exercise other authorities granted by the Articles of Association or the board of directors.

The general manager shall attend meetings of the board of directors.

Article 150 The general manager shall formulate relevant working rules, which shall come into effect upon approval by the board of directors.

The working rules of the general manager shall include:

(I) the conditions, procedures and attendees for convening general manager's meetings;

(II) the respective duties and division of responsibilities among the general manager and other senior management members;

(III) use of funds and assets of the Company, limits of his/her authority to enter into important contracts, and the system to report to the board of directors;

(IV) other matters deemed necessary by the board of directors.

Article 151 The general manager may resign before his/her term of office expires. The procedure and rules for resignation of the general manager shall be specified in the employment contract between the general manager and the Company. The general manager of the Company shall comply with laws, administrative regulations, departmental rules and the Articles of Association.

Article 152 The Company shall have a secretary to the board of directors who shall be responsible for the preparations for shareholders' meetings and board meetings, keeping of documentation and shareholders' data, handling of matters relating to information disclosure, etc.

To perform his/her duties, the secretary to the board of directors has the right to participate in relevant meetings, inspect relevant documents, and understand the Company's situations including its financial and operating positions. The board of directors and other senior management members shall support the work of the secretary to the board of directors. No organization nor individual shall interfere with the secretary to the board of directors in performing his/her normal duties.

The secretary to the board of directors shall comply with relevant requirements under the laws, administrative regulations, departmental rules and the Articles of Association.

Article 153 The senior management members of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. Where a senior management member causes damage to others when carrying out his/her duties, the Company shall be liable for compensation; where a senior management member acts with willful or material default, he/she shall also be liable for compensation. Any senior management member who violates any law, administrative regulation, departmental rules or the Articles of Association in the performance of his/her duties and thereby causes losses to the Company shall be liable for compensation.

If a senior management member provides guarantee for others with the property of the Company without the approval of the board of directors or the shareholders' meeting, the Company shall dismiss the said member from all his/her posts in the Company; and if the Company has suffered any loss arising therefrom, the said member shall be liable for compensation.

CHAPTER 7 FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Section 1 Financial and Accounting System

Article 154 The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and the provisions stipulated by the relevant authorities of the PRC. The Company shall adopt the Gregorian calendar year for its fiscal year, i.e. the fiscal year shall be from January 1 to December 31.

Article 155 The Company shall submit and disclose its annual financial reports to the relevant branch office of the CSRC and the Stock Exchanges within four months from the end of each fiscal year, and its interim reports to the relevant branch office of the CSRC and the Stock Exchanges within two months from the end of the first half of each fiscal year.

The aforesaid annual reports and interim reports shall be prepared in accordance with relevant laws, administrative regulations and requirements of the CSRC and the Stock Exchanges.

Article 156 The Company does not establish account books other than the statutory account books. The funds of the Company shall not be deposited in any personal account.

Article 157 The Company is required to allocate 10% of its profits into its statutory reserve fund when distributing each year's after-tax profits. When the cumulated amount of the statutory reserve fund of the Company has reached 50% or more of its registered capital, no further allocations is required.

Where the statutory reserve fund of the Company is insufficient to make up the losses of the Company for the preceding year, profits of the current year shall be applied to make up the losses before any allocation to the statutory reserve fund in accordance with the provisions in the preceding paragraph.

Subject to a resolution of the shareholders' meeting, after allocation has been made to the Company's statutory reserve fund from its after-tax profits, the Company may allocate a part of the after-tax profits to the discretionary reserve fund.

After making up of losses and appropriation to reserve funds, balance of the profit after tax shall be distributed to shareholders in proportion to their shareholdings.

Where the shareholders' meeting distributes profits to the shareholders in violation of laws and regulations, the profits so distributed must be returned to the Company. The shareholders and liable directors and senior management members shall be liable to indemnify the Company against any losses incurred.

No profit shall be distributed in respect of the shares of the Company which are held by the Company.

The Company shall appoint one or more collection agents for H shareholders in Hong Kong. The collection agents shall collect on behalf of the relevant H shareholders the dividends distributed and other funds payable by the Company in respect of the H shares, and hold such monies in their custody pending payment to the H shareholders concerned. The collection agents appointed by the Company shall meet the requirements of the laws, regulations and the securities regulatory rules of the place where the Company's shares are listed.

Article 158 Reserve funds of the Company are used for recovering losses of the Company and expanding scale of operation of the Company or conversion into its capital. Where the reserve fund of the Company is used for making up losses, the discretionary reserve and statutory reserve shall be firstly used. If losses still cannot be made up, the capital reserve can be used according to the relevant provisions. If there are still losses, the registered capital can be reduced to offset the losses. When reducing registered capital to offset losses, the Company shall not distribute to shareholders, nor shall it exempt shareholders from the obligation to contribute capital or pay for shares.

In accordance with the provisions of the preceding paragraph, when reducing registered capital, the provisions of Article 185 of the Articles of Association shall not apply, but the Company shall announce the reduction of registered capital in newspapers or the National Enterprise Credit Information Publicity System within thirty days from the date the shareholders' meeting resolves to reduce the registered capital.

After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the cumulative amount of statutory reserve funds and discretionary reserve funds reaches 50% of the Company's registered capital.

When statutory reserve funds are converted into capital, the retained portion of such reserve funds shall not be less than 25% of the Company's registered capital before the increase.

Article 159 If the reduction of the registered capital is in violation of the Company Law and other relevant provisions, shareholders shall return the funds they have received and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Company, the shareholders and the liable directors and senior management shall be liable for compensation.

Article 160 Where an increase in registered capital of the Company is made by means of issue of new shares, the shareholders do not have any pre-emptive right unless otherwise provided in the Articles of Association or the shareholders' meeting resolves that the shareholders shall have pre-emptive right.

Article 161 The Company may distribute dividends in the form of cash or shares.

Article 162 The Company shall implement a proactive profit distribution policy as follows:

(I) Principles of profit distribution:

The Company shall attach importance to the return on reasonable contribution of investors in profit distribution, keep profit distribution policies consecutive and stable and insist on the following principles:

(1) Profit shall be distributed in statutory order;

(2) If there are unrecovered losses, the profits shall not be distributed to shareholders;

(3) The same shares represent the same rights and the same earnings;

(4) The shares of the Company held by the Company shall not be subject to profit distribution.

(II) Forms of profit distribution:

The Company may distribute profits in cash, in shares or in a combination of both cash and shares; The Company's profit distribution shall not exceed the range of the accumulated distributable profits or damage the Company's ability to continue operations.

(III) Intervals of profit distribution:

Provided that the net profit attributable to the shareholders of the parent company for the current year is positive, the Company shall conduct at least one profit distribution per fiscal year, and the board of directors may propose to the Company to conduct interim cash or shares dividend distribution based on the Company's profit and funding needs.

If the Company's audit report for the most recent fiscal year is either a non-unqualified opinion or an unqualified opinion with a significant uncertainty paragraph related to going concern, and the asset-liability ratio exceeds 80% at the end of the reporting period with a negative net cash flow from operating activities, the Company may forgo profit distribution.

(IV) Sequence of profit distribution:

If the Company satisfies the conditions for cash dividends, priority should be given to profit distribution by means of cash dividends.

(V) Conditions for profit distribution:

1. Proportion of cash dividends

Under the condition that the Company's capital requirements for normal production and operation are satisfied, and there is no material adverse change in the Company's external business environment and operating conditions, the profits distributed by the Company in cash each year shall not be less than 40% of distributable profits achieved that year.

2. Specific conditions for share dividends distribution

If the Company's operation is in good condition, the Company may propose a share dividend distribution plan after satisfying the cash dividend mentioned above.

If the Company adopts both cash and share dividends for profit distribution, the Company will implement differentiated cash dividend policies on the condition that the Company's capital requirements for normal production and operation are satisfied:

① Where the Company is in a sophisticated stage of development and has no significant capital expenditure arrangement, the cash dividend payout ratio in the profit distribution shall reach a minimum of 80%;

② Where the Company is in a sophisticated stage of development and has any significant capital expenditure arrangement, the cash dividend payout ratio in the profit distribution shall reach a minimum of 40%;

③ Where the Company is in growth stage and has any significant capital expenditure arrangement, the cash dividend payout ratio in the profit distribution shall reach a minimum of 20%;

Where the Company's development stage is difficult to define, but the Company has any significant capital expenditure arrangement, the aforesaid provisions may still be followed.

The shareholders' meeting authorizes the board of directors to propose a profit distribution plan for the year in accordance with the above principles each year, taking into account, among other things, features of the industries where the Company operates, its development stage, business model, profit level and whether it has any significant capital expenditure plans.

3. Profit distribution of wholly-owned or controlled subsidiaries

The Company shall exercise its shareholder rights over its wholly-owned or controlled subsidiaries in a timely manner, ensure that the subsidiaries implement a financial and accounting system consistent with that of the Company in accordance with the provisions of the articles of association of the wholly-owned or controlled subsidiaries; the amount of cash dividends distributed by the subsidiaries per year shall not be less than 20% of the distributable profit for the relevant year, and ensure that the Company has the ability to implement the cash dividend plan for the relevant year and such dividends are paid to the Company before the Company distributes dividends to shareholders.

(VI) Procedures for considering the profit distribution:

1. The profit distribution plan shall not be submitted to the shareholders' meeting for consideration before it is considered and approved by the board of directors. When the board of directors considers the profit distribution plan, it must be approved by a majority of the votes of all directors, and by more than half of the votes of the Company's independent directors.

2. Profit distribution plan under consideration of the shareholders' meeting shall be approved by votes representing more than half of voting rights held by the shareholders present at the shareholders' meeting. When voting at the shareholders' meeting, online voting shall be provided to shareholders.

3. When the Company makes adjustments to the retained undistributed profit utilization plan arrangements or principles, it shall be re-submitted for approval by the board of directors and the shareholders' meeting in accordance with the above consideration procedures, and the reasons for the adjustment shall be demonstrated and explained in detail in the relevant resolutions.

4. The distribution of dividends (or shares) shall be completed within two months after a resolution is made at the shareholders' meeting on the profit distribution plan, or after the board of directors of the Company has formulated a specific plan based on the conditions and maximum amount of interim dividends for the following year as considered and approved at the annual shareholders' meeting.

(VII) The consideration and deliberation procedures and decision-making mechanism for the profit distribution plan of the board of directors and the shareholders' meeting:

1. Before periodic reports are published, the board of directors of the Company shall consider and deliberate a profit distribution plan based on the Company's ability for sustainable operation, adequate funds for normal production, operation and development, and reasonable returns on investment of investors.

2. If the independent directors believe that the specific cash dividend plan may harm the rights and interests of the listed company or minority shareholders, they shall have the right to express independent opinions. Where the board of directors of the Company fails to adopt or fully adopt the opinions of independent directors, it shall record the opinions of independent directors and the specific reasons for not adopting them in the resolution of the board of directors of the Company, and disclose relevant information.

3. When formulating a specific profit distribution plan, the board of directors of the Company shall observe profit distribution policies as specified in laws, regulations and the Articles of Association. The profit distribution plan shall explain the retained undistributed profit utilization plan arrangements or principles for the relevant year.

4. The board of directors of the Company shall consider and announce the profit distribution plan in periodic reports and submit it to the shareholders' meeting for approval. If the board of directors of the Company fails to make a cash profit distribution plan, it shall disclose the reasons in periodic reports.

5. The board of directors and the shareholders' meeting should fully consider the opinions of public investors in the relevant decision-making and discussion process.

(VIII) Adjustment of profit distribution policies:

1. If the Company needs to adjust the profit distribution policy due to material changes in external operating environment or its own operating conditions, the adjusted profit distribution policy shall not breach any regulations of the CSRC and Stock Exchanges.

   The "material changes in external operating environment or its own operating conditions" refer to circumstances as follows:

   (1) The Company suffers losses due to significant changes in the laws, regulations and industry policies formulated by the state, instead of reasons of the Company;

   (2) The Company suffers losses due to events of force majeure including earthquake, typhoon, flood and war which are unforeseeable, unavoidable or insurmountable and impose material adverse impact on production and operation of the Company;

   (3) After the Company's statutory reserve fund is used for making up for previous years' losses, the net profit of the Company in the year is still not enough to make up for previous years' losses;

   (4) Other circumstances as prescribed by the CSRC and Stock Exchanges.

2. In the process of adjusting profit distribution policy, the board of directors of the Company shall take full account of opinions of independent directors and public investors. When the board of directors considers the profit distribution policy, it must be approved by a majority of the votes of all directors, and by more than half of the votes of the Company's independent directors.

3. Adjustment to profit distribution policy shall not be submitted to the shareholders' meeting for consideration before it is considered and approved by the board of directors. The Company shall discuss the relevant matters in detail and explain reasons thereof in proposal of the shareholders' meeting with the protection of shareholders' interests as the starting point. Matters concerning adjustment to profit distribution policy under consideration of the shareholders' meeting shall be adopted by shareholders representing 2/3 or more of the voting rights of the shareholders in presence.

Section 2　Internal Audit

Article 163 The Company has implemented an internal audit system, which clearly defines the leadership system, responsibilities and authorities, personnel allocation, funding support, application of audit results and accountability for internal audit.

Article 164 The internal audit system of the Company shall be implemented upon approval by the board of directors and disclosed to the public. The person in charge of audit shall be accountable and report to the board of directors.

Article 165 The internal audit institution of the Company shall conduct supervision and inspection on matters such as the Company's business activities, risk management, internal control, and financial information. The internal audit institution shall maintain independence and employ full-time auditors, and shall not be placed under the leadership of the finance department or co-located with the finance department.

Article 166 The internal audit institution is accountable to the board of directors.

During the process of supervising and inspecting the Company's business activities, risk management, internal control, and financial information, the internal audit institution shall accept the supervision and guidance of the audit committee. Where the internal audit institution discovers relevant significant issues or leads, it shall immediately report directly to the audit committee.

Article 167 The specific organization and implementation work of the Company's internal control evaluation shall be the responsibility of the internal audit institution. The Company shall issue the annual internal control evaluation report based on the evaluation report and related materials issued by the internal audit institution and reviewed by the audit committee.

Article 168 When the audit committee communicates with external audit units such as accounting firms and state audit institutions, the internal audit institution shall actively cooperate and provide necessary support and collaboration.

Article 169 The audit committee shall participate in the performance assessment of the head of internal audit.

Section 3　Appointment of Accounting Firm

Article 170 The Company shall appoint such accounting firm which has complied with the Securities Law for carrying out the audit for the accounting statements, net asset verification and other relevant consultancy services. The term of appointment is one year and can be re-appointed.

Securities service institutions engaged in securities investment consulting services shall be approved by the State Council's securities regulatory authority; without approval, they shall not provide services for securities trading and related activities. For engaging in other securities service businesses, they shall file with the State Council's securities regulatory authority and the relevant departments of the State Council.

Article 171 The engagement or dismissal of an accounting firm by the Company must be decided by an ordinary resolution of the shareholders' meeting. The board of directors shall not appoint an accounting firm before the approval of the shareholders' meeting.

Article 172 The Company guarantees that it shall provide the appointed accounting firm with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information, and that it engages without any refusal, withholding, and misrepresentation.

Article 173 The remuneration of the accounting firm or the method of determining the remuneration shall be decided by the shareholders' meeting.

Article 174 If the Company removes or no longer re-appoints the accounting firm, it shall notify such accounting firm ten days in advance. When shareholders vote for the removal of such accounting firm, such accounting firm shall be entitled to state its opinions at the shareholders' meeting.

Where the accounting firm resigns its office, it shall make clear to the shareholders' meeting whether or not there are irregularities in the Company.

CHAPTER 8 NOTICES AND ANNOUNCEMENTS

Section 1 Notices

Article 175 Notices of the Company may be issued by the following methods:

(1) by personal delivery;

(2) by express delivery;

(3) by announcement;

(4) by fax;

(5) by email;

(6) by other means approved by relevant regulatory authority at the location where the shares of the Company are listed or required by the Articles of Association.

Article 176 Any notices of the Company which are made in the form of a public announcement shall be deemed to have been received by all relevant persons once it is published.

Article 177 Notices of the shareholders' meetings of the Company shall be made by announcement.

Article 178 Notice of a board meeting of the Company shall be served by personal delivery, post, fax or email. Except as otherwise provided for in the Articles of Association, an extraordinary board meeting shall be convened for emergency reasons.

Article 179 If the notice of the Company is served by personal delivery, the recipient shall affix their signature (or seal) to the Return on Service and the signing date shall be the date of service; if the notice of the Company is served by post, the third working day after handover to the post office shall be the date of service; if the notice of the Company is served by announcement, the date of first announcement shall be the date of service; if the notice of the Company is sent by fax, the time recorded by the fax machine shall be the date of service; if the notice of the Company is sent by email, the time of sending the email recorded by computer shall be the date of service.

Article 180 The accidental failure to give notice of meeting to, or non-receipt of notice of meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions adopted at the meeting.

Section 2 Announcements

Article 181 Unless the context otherwise requires, the term "announcement" as mentioned herein, in respect of an announcement issued to the holders of A Shares or issued within the PRC as required under relevant regulations and the Articles of Association, it refers to the information published on the website of the SSE and media that meets the conditions stipulated by the CSRC; in respect of an announcement issued to the holders of H shares or issued in Hong Kong as required under the relevant regulations and the Articles of Association, the announcement shall be published on the Company's website, the website of the Hong Kong Stock Exchange, and other websites as stipulated by the Hong Kong Listing Rules from time to time in accordance with the relevant requirements of the Hong Kong Listing Rules.

Under the premise of the Company's compliance with the laws, regulations, the relevant listing rules of the place(s) in which the shares of the Company are listed and the Articles of Association, regarding the provision and/or distribution of corporate communications by the Company to holders of H Shares in accordance with requirements of such listing rules, the Company may also provide or distribute corporate communications to H Shares holders by electronic means or by publishing on the Company's website or the website of the stock exchange(s) of the place(s) in which the shares of the Company are listed, in lieu of delivery by personal delivery or prepaid mail.

Article 182 The Company shall designate the website of the SSE (http://www.sse.com.cn), the HKEXnews website of the Hong Kong Stock Exchange (https://www.hkexnews.hk/) or other media and websites recognized by the CSRC and the Stock Exchanges as the media to publish announcements and other information required to be disclosed.

CHAPTER 9 MERGER, DIVISION, CAPITAL INCREASE, CAPITAL REDUCTION, DISSOLUTION AND LIQUIDATION

Section 1 Merger, Division, Capital Increase and Capital Reduction

Article 183 Merger of the Company may take the form of absorption or establishment of a new company.

In the case of merger by absorption, a company absorbs any other company, and the absorbed company shall be dissolved. Merger by establishment of a new company shall refer to the establishment of a new company as a result of the merger of two or more companies and dissolution of the merger parties.

Article 184 As far as the merger of the Company is concerned, the merger parties shall enter into a merger agreement, and formulate a balance sheet and a list of property. The Company shall notify its creditors within 10 days from passing of the resolution on merger, and make an announcement within 30 days in newspapers, media, on its website, or on the National Enterprise Credit Information Publicity System, as stipulated in Article 182 of the Articles of Association. Creditors may require the Company to repay the debts or to provide the corresponding guarantee within 30 days from receipt of notification or within 45 days from the date of announcement if they do not receive notification.

Article 185 At the time of merger, the claims and debts of the merger parties shall be succeeded by the company which subsists after the merger or the newly-established company.

Article 186 When the Company undergoes a division, its assets shall be divided accordingly.

In the event of a division, a balance sheet and a list of property shall be prepared. The Company shall notify its creditors within 10 days from passing of the resolution on division, and make an announcement within 30 days in newspapers, media, on its website, or on the National Enterprise Credit Information Publicity System, as stipulated in Article 182 of the Articles of Association.

Article 187 The debts of the Company prior to the division shall be assumed jointly and severally by the companies arising from the division, unless provided otherwise in a written agreement reached by the Company and the creditors in respect of repayment of the debts prior to the division.

Article 188 Where the Company needs to reduce its registered capital, it shall formulate a balance sheet and a list of property.

The Company shall notify its creditors within 10 days from passing of the resolution on reduction of registered capital, and make an announcement within 30 days in newspapers, media, on its website, or on the National Enterprise Credit Information Publicity System, as stipulated in Article 182 of the Articles of Association. The creditors shall have the right to require the Company to repay the debts or to provide the corresponding guarantee within 30 days from receipt of notification or within 45 days from the date of announcement if they do not receive notification.

Article 189 In the event of change in registration matters due to merger or division, the Company shall complete change registration formalities with the company registration authority pursuant to the law; where the Company is dissolved, the Company shall apply for deregistration pursuant to the law; where a new company is established, company establishment formalities shall be completed pursuant to the law.

If the Company increases or reduces its registered capital, the Company shall complete change registration formalities with the company registration authority pursuant to the law.

In case of a merger between the Company and a company in which it holds over 90% of the shares, the merged company is not required to pass a resolution at the shareholders' meeting but shall notify other shareholders, who shall have the right to request the Company to acquire their equity or shares at a reasonable price.

If the consideration to be paid by the Company for the merger does not exceed 10% of the Company's net assets, it may not be subject to resolution of the shareholders' meeting; however, this shall not apply if otherwise provided by laws, administrative regulations, the CSRC or the Articles of Association.

If the Company merges in accordance with the provisions of the preceding two paragraphs without the approval of the shareholders' meeting, it should be approved by the board of directors.

Section 2 Dissolution and Liquidation

Article 190 The Company shall be dissolved for the following reasons:

(I) a shareholders' meeting has resolved on dissolution of the Company;

(II) expiry of term of business stipulated in the Articles of Association or occurrence of any other trigger for dissolution stipulated in the Articles of Association;

(III) dissolution is required due to the merger or division of the Company;

(IV) the Company's business license is cancelled or the Company is ordered to be closed down or deregistered pursuant to the law;

(V) the people's court orders dissolution in accordance with Article 231 of the Company Law.

Article 191 When the Company is dissolved pursuant to items (1) and (2) of Article 190 of the Articles of Association and has not yet distributed its assets to the shareholders, it may continue to exist by amending the Articles of Association or through a resolution of the shareholders' meeting.

Any amendment to the Articles of Association in accordance with the preceding paragraph must be approved by at least two-thirds of the voting rights represented at the shareholders' meeting.

Article 192 When the Company is dissolved pursuant to items (1), (2), (4) and (5) of Article 190 of the Articles of Association, it shall be liquidated. The directors shall be the obligors for the Company's liquidation and shall establish a liquidation group to commence liquidation within 15 days from the emergence of the cause for dissolution. The liquidation group shall be composed of people determined by the directors or the shareholders' meeting. If the liquidation obligor fails to perform its liquidation obligations in a timely manner and causes losses to the Company or its creditors, it shall be liable for compensation.

In the event of dissolution pursuant to items (3) of Article 190 of the Articles of Association, the liquidation shall be handled by the parties involved in the merger or division in accordance with the contract signed at the time of the merger or division.

Article 193 The liquidation group shall exercise the following functions and powers during the period of liquidation:

(I) to liquidate the Company's assets and compile a balance sheet and a property inventory separately;

(II) to inform creditors by notice or announcement;

(III) to deal with the outstanding businesses of the Company relating to liquidation;

(IV) to pay off the taxes owed and the taxes arising during liquidation;

(V) to clear credits and debts;

(VI) to allocate the remaining assets of the Company after all the debts are paid off;

(VII) to participate in civil proceedings on behalf of the Company.

Article 194 The liquidation group shall notify all creditors within 10 days after its establishment and shall make announcements within 60 days in media, on its website, or on the National Enterprise Credit Information Publicity System, as stipulated in Article 182 of the Articles of Association. The creditors shall declare their rights to the liquidation group within 30 days after receipt of the notice or within 45 days after announcement if the creditors haven't received the notice.

The creditors shall explain matters relating to their rights and provide relevant evidential documents when declaring their rights. The liquidation group shall register the creditor's rights.

The liquidation group shall not pay off any debts to any creditors during the period of declaration of creditor's rights.

Article 195 After the liquidation group has liquidated the assets of the Company and has compiled a balance sheet and a property inventory, it shall formulate a liquidation proposal and submit it to the shareholders' meeting or the people's court for confirmation.

The Company's assets shall be used respectively for payment of liquidation expenses, employees' wages, social security premiums and statutory compensation, and payment of tax in arrears and the Company's debts; the residual assets thereafter shall be distributed in proportion to the shares held by the shareholders.

During the liquidation period, the Company shall subsist but shall not engage in business activities unrelated to the liquidation. The Company's assets shall not be distributed to shareholders prior to making repayment pursuant to the provisions of the preceding paragraph.

Article 196 After the liquidation group has liquidated the assets of the Company and compiled a balance sheet and a property inventory, if it discovers that the Company's assets are insufficient to repay its debts in full, it shall immediately apply to the people's court for bankruptcy liquidation in accordance with the law.

After the people's court accepts the application for bankruptcy, the liquidation group shall hand over the liquidation matters to the bankruptcy administrator designated by the people's court.

Article 197 Following the completion of the liquidation of the Company, the liquidation group shall formulate a liquidation report, submit it to the shareholders' meeting or the people's court for confirmation, deliver it to the company registry, apply for the cancellation of the Company's registration and publicly announce the Company's termination.

Article 198 Members of the liquidation group shall perform their liquidation duties and bear loyalty obligations and diligence obligations.

A member of the liquidation group who neglects to perform the liquidation duties and causes losses to the Company, he/she shall be liable for compensation; where a member of the liquidation group who causes loss to the Company or its creditors due to intentional misconduct or gross negligence shall be liable for compensation.

Article 199 If the Company is declared bankrupt in accordance with the laws, it shall be liquidated in accordance with the laws on enterprise bankruptcy.

CHAPTER 10 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 200 Under any of the following circumstances, the Company shall amend the Articles of Association:

(I) Following the revision of the Company Law or relevant laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed, the matters stipulated in the Articles of Association contradict the provisions of the revised laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed;

(II) There is any change to the Company's particulars which result in inconsistency with the matters set out in the Articles of Association;

(III) The shareholders' meeting has decided on making amendments to the Articles of Association.

Article 201 If the amendment to the Articles of Association adopted by resolution of the shareholders' meeting is subject to the approval of the competent authority, it shall be reported to the competent authority for approval; if it involves matters of company registration, the registration of the changes shall be made in accordance with the law.

Article 202 The board of directors shall amend the Articles of Association in accordance with the resolution of the shareholders' meeting in relation to the amendment of the Articles of Association and the opinion on examination and approval from the relevant competent authority.

Article 203 Any amendment to the Articles of Association which involves information to be disclosed as required by the law or regulations, shall be publicly announced as required.

CHAPTER 11 SUPPLEMENTARY PROVISIONS

Article 204 Definition

(I) A controlling shareholder refers to a shareholder holding shares representing more than 50% of the total share capital of the Company; a shareholder holding less than 50% of shares in the Company, but the voting rights vested by the shares held by him/her have a material effect on any resolutions made at a shareholders' meeting, or controlling shareholder as defined in the securities regulatory rules of the place where the Company's shares are listed.

(II) An actual controller refers to a natural person, legal person or other organization that can effectively control the Company through investments, agreements or other arrangements.

(III) Connected relationships refer to the relationships between a controlling shareholder, actual controller, director or members of the senior management of the Company and the enterprise directly or indirectly controlled by the same, and other relationships which may give rise to a transfer of interests of the Company. However, enterprises controlled by the State will not be regarded as having connected relationships only because they are controlled by the State.

(IV) External guarantees refer to the guarantees provided by the Company for others, including the Company's guarantees for its controlled subsidiaries.

(V) The total amount of external guarantees of the Company and its controlled subsidiaries refers to the sum of the total amount of external guarantees of the Company that includes guarantees provided by the Company to its controlled subsidiaries and the total amount of external guarantees of the Company's controlled subsidiaries.

Article 205 The board of directors may formulate by-laws in accordance with the provisions of the Articles of Association, provided that such by-laws do not conflict with the provisions of the Articles of Association.

Article 206 The Articles of Association are prepared in Chinese, and any discrepancies between the Articles of Association in any other languages or versions and the Articles of Association, the Chinese version of the Articles of Association upon the latest approval and registration with the Xiamen City Administration for Industry and Commerce (廈門市工商行政管理局) shall prevail.

Article 207 In the event of any conflict between the Articles of Association and the provisions of the laws, administrative regulations, other relevant regulatory documents and the securities regulatory rules of the place where the Company's shares are listed, the laws, administrative regulations, other relevant regulatory documents and the securities regulatory rules of the place where the Company's shares are listed shall prevail.

Article 208 The phrases "more than", "within" and "below", as stated in the Articles of Association, shall all include the given figure; while the phrases "over", "except", "less than" and "exceed" shall all exclude the given figure.

Article 209 The board of directors shall be responsible for the interpretation of the Articles of Association.

Article 210 The rules of procedures for shareholders' meetings and meetings of the board of directors are annexed to the Articles of Association.

Article 211 Subject to the consideration and approval at the shareholders' meeting of the Company, the Articles of Association shall become effective upon the date of consideration and approval at the shareholders' meeting of the Company.

Anjoy Foods Group Co., Ltd.