ALSCO Pooling Service Co., Ltd.

Articles of Association

(Applicable upon Issuance of H Shares)

(Considered and Approved at the 2024 First Extraordinary General Meeting of the Company on November 8, 2024)

CONTENTS

CHAPTER I GENERAL PROVISIONS

Article 1 ALSCO Pooling Service Co., Ltd. ("**Company**" or "**the Company**") is a joint stock company with limited liability incorporated in accordance with the Company Law of the People's Republic of China (the "**Company Law**") and other relevant laws and administrative regulations of the People's Republic of China (the "**PRC**").

In order to protect the legitimate rights and interests of the Company, shareholders, employees and creditors, and regulate the organization and conduct of the Company, the Articles of Association of ALSCO Pooling Service Co., Ltd. (the "**Articles of Association**") are formulated according to the Company Law, the Securities Law of the People's Republic of China (the "**Securities Law**"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines for the Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**") (including the explanations, interpretations and amendments to the Hong Kong Listing Rules published by The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") from time to time), and other relevant laws, regulations, departmental rules, normative documents and the relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed.

Article 2 The Company is a joint stock limited company established in accordance with the Company Law and other relevant provisions. The Company was established by way of promotion, has registered with the Administration for Market Regulation of Suzhou Industrial Park, and has obtained the business license. The Company's unified social credit code is 91320594MA1N319L80.

Article 3 The Company completed the filing procedures with the China Securities Regulatory Commission (the "**CSRC**") on November 27, 2025, and upon approval by Hong Kong Stock Exchange on [•], initially issued to investors 20,336,000 overseas listed foreign shares (H Shares), being ordinary shares with a nominal value of RMB1 each, which were listed on the Main Board of Hong Kong Stock Exchange on [•].

Article 4 Name of the Company:

Chinese name: 蘇州優樂賽共享服務股份有限公司

English name: ALSCO Pooling Service Co., Ltd.

Domicile of the Company: 3A, Jiacheng Building, No.128 Zhongxin Avenue West, Suzhou Industrial Park

Article 5 The registered capital of the Company is RMB70 million.

Article 6 The Company is a joint stock company with limited liability with perpetual existence.

Article 7 All of the assets of the Company are divided into shares of equal value. The shareholders shall be liable to the Company to the extent of the shares they have subscribed for, and the Company shall be liable for its debts to the extent of all its assets.

Article 8 These Articles of Association shall, from the date on which they become effective, become a legally binding document regulating the organization and conduct of the Company, the rights and obligations between the Company and its shareholders as well as between the shareholders inter se, as well as a legally binding document on the Company, its shareholders, directors, supervisors and senior management members. Pursuant to these Articles of Association, shareholders may sue shareholders, shareholders may sue directors, supervisors, managers and other senior management members of the Company, shareholders may sue the Company, and the Company may sue its shareholders, directors, supervisors, managers and other senior management members.

Article 9 The term "other senior management members" as used in these Articles of Association refers to the Company's secretary to the Board, chief financial officer and other personnel expressly appointed by the Board of Directors as senior management members of the Company.

Article 10 The Company establishes an organization of the Communist Party and carries out activities thereof in accordance with the provisions of the Constitution of the Communist Party of China. The Company shall provide necessary conditions for the activities of the Party organization.

CHAPTER II OBJECTIVES AND SCOPE OF BUSINESS

Article 11 The business objectives of the Company are to be market-oriented and efficiency-centered, provide society with quality products and services, maximize the Company's economic and social benefits, and enable all shareholders to obtain reasonable returns.

Article 12 As registered in accordance with the law, the scope of business of the Company includes: General items: leasing services (excluding licensed leasing services); packaging services; Internet of Things application services; Internet of Things technology services; supply chain management services; industrial Internet data services; information technology consulting services; sales of metal packaging containers and materials; manufacture of plastic packaging boxes and containers; domestic freight forwarding agency services; loading, unloading and handling services; cloud-platform-based business process outsourcing services; import and export of goods; sales of material handling equipment; technical services, technical development, technical consulting, technical exchange, technology transfer and technology promotion; leasing services of transportation equipment; container leasing services. Licensed items: road freight transportation (excluding dangerous goods) (for items that require approval by law, business activities may only be carried out after approval by the relevant authorities).

CHAPTER III SHARES

Section 1 Issuance of Registered Shares

Article 13 Shares of the Company shall take the form of registered share certificates.

Article 14 The shares of the Company shall be issued in accordance with the principles of openness, equitability and impartiality. Each share of the same class shall carry the same rights.

Shares of the same class and the same issue shall be issued on the same conditions and at the same price; subscribers shall pay the same price for each of the shares they subscribe for.

Article 15 The shares issued by the Company shall be denominated in RMB with a par value of RMB1 per share.

All ordinary shares issued by the Company (domestic unlisted shares and overseas listed shares) shall have the same rights in entitlement to any distribution in the form of dividends or otherwise.

Article 16 The shares of the Company listed on the Hong Kong Stock Exchange are referred to as "H Shares", which are approved for listing on the Hong Kong Stock Exchange, denominated in RMB and subscribed for and traded in Hong Kong dollars.

Shares of the Company that have been issued but have not been listed and traded on overseas trading places are referred to as "domestic unlisted shares" (including unlisted shares held by the Company's shareholders before overseas listing and unlisted shares additionally issued in China after overseas listing).

The domestic unlisted shares issued by the Company shall be centrally deposited with China Securities Depository and Clearing Corporation Limited.

The registration, clearing and settlement arrangements of the overseas listed shares issued by the Company shall be subject to the requirements of the place where the Company's shares are listed.

Article 17 Upon approval by and filing with the securities regulatory authority of the State Council and with the consent of the Hong Kong Stock Exchange, all or part of the domestic unlisted shares of the Company may be converted into overseas listed shares, and the converted overseas listed shares may be listed and traded on overseas stock exchanges. Listing and trading of the converted shares on overseas stock exchanges shall also comply with the regulatory procedures, rules and requirements of the overseas securities markets.

The conversion of domestic unlisted shares into overseas listed shares and their listing and trading on overseas stock exchanges do not require holding a general meeting for voting.

Article 18 The Company was jointly established by 19 promoter shareholders by way of promotion, with a total of 70 million shares at the time of establishment. Each promoter has fully made its capital contribution in accordance with the shares of the Company subscribed for by each of them. The names of the promoters of the Company, the number of shares subscribed for by each promoter and the methods of capital contribution are as follows:

No.	Promoter	Number of Shares Subscribed (Shares)	Shareholding Percentage	Method of Capital Contribution
1	Sun Yan'an	36,093,750	51.5625%	Shares converted from net assets
2	Wang Yue	4,921,875	7.0312%	Shares converted from net assets
3	Suzhou International Development Emerging Industry Venture Investment Enterprise (Limited Partnership)	3,645,833	5.2083%	Shares converted from net assets
4	Suzhou Anhua Investment Co., Ltd.	3,318,924	4.7413%	Shares converted from net assets
5	Shanghai Qianjin Industrial Co., Ltd.	2,682,295	3.8319%	Shares converted from net assets
6	Suzhou Industrial Park Yuandian Zhengze No. 2 Venture Capital Partnership (Limited Partnership)	2,604,163	3.7202%	Shares converted from net assets
7	Zhu Zhizhou	2,460,937	3.5156%	Shares converted from net assets
8	Sun Wenhong	2,460,937	3.5156%	Shares converted from net assets
9	Suzhou International Development Union Equity Investment Enterprise (Limited Partnership)	1,822,917	2.6042%	Shares converted from net assets
10	Suqian International Development Venture Capital Enterprise (Limited Partnership)	1,822,917	2.6042%	Shares converted from net assets
11	Yancheng Fusion Base Emerging Industry Fund (Limited Partnership)	1,750,000	2.5000%	Shares converted from net assets
12	Hangzhou Jintou Zhihe Venture Capital Partnership (Limited Partnership)	1,312,500	1.8750%	Shares converted from net assets
13	Suzhou Industrial Park Industry Investment Fund (Limited Partnership)	1,312,500	1.8750%	Shares converted from net assets
14	Suzhou Sailing Enterprise Management Partnership (Limited Partnership)	1,050,000	1.5000%	Shares converted from net assets
15	Suzhou Shihu Minsheng Equity Investment Partnership (Limited Partnership)	875,000	1.2500%	Shares converted from net assets
16	Changzhou Shuguang Enterprise Management Consulting Partnership (Limited Partnership)	607,639	0.8681%	Shares converted from net assets
17	Fang Dianjun	492,188	0.7031%	Shares converted from net assets

No.	Promoter	Number of Shares Subscribed (Shares)	Shareholding Percentage	Method of Capital Contribution
18	Suzhou Industrial Park Science and Technology Innovation Investment Partnership (Limited Partnership)	437,500	0.6250%	Shares converted from net assets
19	Yu Yue	328,125	0.4688%	Shares converted from net assets
	Total	**70,000,000**	**100.00%**	–

Article 19 The total number of shares of the Company is 90,336,000 shares, including 2,682,295 domestic unlisted shares and 87,653,705 H Shares (if the over-allotment option is fully exercised after the initial public offering, the total number of shares of the Company will be 93,386,500 shares, including 2,682,295 domestic unlisted shares and 90,704,205 H Shares), all of which are ordinary shares.

Article 20 The Company shall not provide gifts, loans, guarantees or other financial assistance for others to acquire the shares of the Company or its parent company, except for the employee share ownership plan implemented by the Company.

For the interests of the Company, upon a resolution at the general meeting or a resolution made by the Board of Directors pursuant to these Articles of Association or with the authorization of the general meeting, the Company may provide financial assistance for others to acquire shares of the Company or its parent company, provided that the cumulative total amount of such financial assistance shall not exceed 10% of the total issued share capital. Any resolution of the Board of Directors shall be passed by not less than two-thirds of all the directors.

Where losses are caused to the Company as a result of a violation of the preceding two paragraphs, the directors, supervisors and senior management members who are responsible shall be liable for compensation.

Section 2 Increase, Reduction and Repurchase of Shares

Article 21 In light of the operational and developmental needs of the Company, and in accordance with the provisions of laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, the Company may, subject to separate resolutions passed by the general meeting, increase its capital by any of the following methods:

(1) public issuance of shares;

(2) non-public issuance of shares;

(3) distribution of bonus shares to existing shareholders;

(4) conversion of capital reserve into share capital;

(5) other means as stipulated by laws and administrative regulations and approved by the CSRC, the securities management authority of the place where the Company's shares are listed, and other relevant regulatory authorities.

Subject to the provisions of laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, the Board of Directors may, upon authorization by the general meeting, decide to issue shares. However, where non-monetary assets are used as capital contributions, a resolution passed at the general meeting is required.

Subject to the provisions of laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, where the Board of Directors decides to issue shares in accordance with the preceding paragraph and such issuance results in changes to the registered capital or the number of issued shares of the Company, amendments to the relevant matters recorded in these Articles of Association shall not require further approval by the general meeting, provided that the Board resolution is passed by not less than two-thirds of all the directors.

Article 22 The Company may reduce its registered capital. If the Company reduces its registered capital, it shall do so by following the procedures set forth in the Company Law and other relevant domestic regulations of the PRC, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

Article 23 The Company shall not acquire its own shares. However, exceptions shall apply under any of the following circumstances:

(1) to reduce the registered capital of the Company;

(2) to merge with other companies that hold shares in the Company;

(3) to use the shares for employee share ownership plans or equity incentive schemes;

(4) where shareholders who dissent from resolutions adopted at a general meeting on the merger or division of the Company request the Company to acquire their shares;

(5) to utilize the shares for the conversion of corporate bonds issued by the Company that are convertible into shares;

(6) where it is necessary for the Company to safeguard its value and the interests of its shareholders;

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

Article 24 The Company may acquire its own shares through public centralized trading, or through other methods permitted by laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, and the CSRC (if required).

In the event that the Company acquires its own shares under the circumstances set forth in items (3), (5) and (6) of Article 23 of these Articles of Association, such acquisition shall be conducted through public centralized trading, subject to compliance with the requirements of the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed.

Article 25 The acquisition of the Company's shares by the Company under the circumstances set forth in items (1) and (2) of Article 23 of these Articles of Association shall be subject to a resolution of the general meeting; where the Company acquires its shares under the circumstances set forth in items (3), (5) and (6) of Article 23 of these Articles of Association, such acquisition may, in accordance with these Articles of Association or with the authorization of the general meeting, be approved by a resolution of a Board meeting attended by not less than two-thirds of the directors.

After the Company has acquired its own shares in accordance with Article 23 of these Articles of Association, where the acquisition falls under item (1), such shares shall be cancelled within ten days from the date of acquisition; where the acquisition falls under items (2) and (4), such shares shall be transferred or cancelled within six months; where the acquisition falls under items (3), (5) and (6), the aggregate number of the Company's shares held by the Company shall not exceed 10% of the total issued shares of the Company, and such shares shall be transferred or cancelled within three years.

Where the securities regulatory rules of the place where the Company's shares are listed provide otherwise in respect of the matters referred to in this Article, such provisions shall prevail, provided that they do not violate applicable domestic laws and regulations, including the Company Law, the Securities Law and the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises.

Section 3 Transfer of Shares

Article 26 The shares of the Company may be transferred in accordance with the law.

Article 27 The Company shall not accept its own shares as the subject of a pledge.

Article 28 Shares issued prior to the Company's public offering of shares shall not be transferred within one year from the date on which the Company's shares are listed and traded on the stock exchange.

The directors, supervisors and senior management members of the Company shall declare to the Company the shares of the Company held by them (including preferred shares, if any) and any changes thereto. During the term of office determined at the time of taking office, the shares transferred by them each year shall not exceed 25% of the total number of shares of the same class held by them in 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 and traded. The aforesaid persons shall not transfer the shares of the Company held by them within six months after their resignation.

Where shares are pledged within the transfer restriction period as prescribed by laws and administrative regulations, the pledgee shall not exercise the right of pledge during the transfer restriction period. Where laws, administrative regulations or the securities regulatory authority of the State Council provide otherwise in respect of the transfer of shares of the Company held by shareholders or de facto controllers of listed companies, such provisions shall prevail.

Where the Hong Kong Listing Rules or the relevant regulations of the securities regulatory authority of the place where the Company's shares are listed provide otherwise in respect of transfer restrictions on overseas listed shares, such provisions shall prevail.

CHAPTER IV SHAREHOLDERS AND GENERAL MEETING

Section 1 Shareholders

Article 29 The Company shall establish a register of members based on the certificates provided by the securities registration authorities. The register of members shall constitute sufficient evidence of the shareholders' shareholdings in the Company. Shareholders shall enjoy rights and assume obligations in accordance with the class of shares they hold; shareholders holding the same class of shares shall enjoy equal rights and assume the same obligations.

Article 30 Any assignment and transfer of shares shall be registered in the register of members. The place of deposit of the original register of members of overseas listed shares listed in Hong Kong shall be Hong Kong. All transfers of H Shares shall be effected by a written instrument of transfer in a general or common form or any other form acceptable to the Board of Directors (including the standard transfer form or transfer form prescribed by the Hong Kong Stock Exchange from time to time); such instrument of transfer may only be executed by hand signature or affixed with a valid company seal (where the transferor or transferee is a company). Where the transferor or transferee is a recognized clearing house or its agent within the meaning of the relevant ordinances of Hong Kong in force from time to time, the instrument of transfer may be executed by hand signature or by machine-printed signature. All instruments of transfer shall be kept at the registered address of the Company or at such address as the Board of Directors may designate from time to time.

The Company shall maintain a complete register of members. The register of members shall include the following:

(1) the register of members, other than those stipulated in items (2) and (3) of this paragraph, to be kept at the domicile of the Company;

(2) the register of members of the Company's H Shares to be kept at the place where the Company's shares are listed;

(3) the register of members to be kept at other places as determined by the Board of Directors for the purposes of listing of the Company's shares.

Any alteration or correction to any part of the register of members shall be carried out in accordance with the laws of the place where that part of the register of members is kept.

A duplicate copy of the Company's register of members of overseas listed shares shall be kept at the domicile of the Company. The entrusted overseas agent shall ensure the consistency between the original and duplicate copies of the register of members of overseas listed shares at all times; where there is any inconsistency between the original and duplicate copies of the register of members of overseas listed shares, the original copy shall prevail. The register of members kept in Hong Kong shall be available for inspection by shareholders, provided that the Company may suspend registration of members in accordance with provisions equivalent to those under section 632 of the Companies Ordinance (Hong Kong Laws Chapter 622).

Where the Company convenes general meetings, distributes dividends, carries out liquidation or undertakes other activities requiring confirmation of shareholders' identity, the record date shall be determined by the Board of Directors or the convenor of the general meeting. Shareholders whose names appear on the register after market close on the record date shall be the shareholders entitled to the relevant rights and interests.

Article 31 Any shareholder whose name is entered in the register of members, or any person who requests that his or her name be entered in the register of members, may, if his or her share certificate (the "**Original Certificate**") is stolen, lost or destroyed, apply to the Company for the reissue of a new share certificate in respect of such shares (the "**Relevant Shares**").

Where a shareholder holding domestic unlisted shares has his or her share certificate stolen, lost or destroyed and applies for reissue, such application shall be handled in accordance with the relevant provisions of the Company Law.

Where a shareholder holding H Shares has his or her share certificate stolen, lost or destroyed and applies for reissue, such application may be handled in accordance with the laws of the place where the original register of members of H Shares is kept, the rules of the securities trading place, or other relevant provisions.

Article 32 The shareholders of the Company shall be entitled to the following rights:

(1) to receive dividends and other forms of benefits distribution in proportion to the number of shares they hold;

(2) to lawfully request, convene, preside over or attend general meetings, or appoint proxy holders to attend general meetings, to speak at general meetings and to exercise corresponding voting rights (except where voting rights are required to be waived in respect of specific matters pursuant to the securities regulatory rules of the place where the Company's shares are listed);

(3) to supervise the operations of the Company and to make suggestions or inquiries;

(4) to transfer, donate or pledge the shares they hold in accordance with laws, administrative regulations and these Articles of Association;

(5) to inspect and copy these Articles of Association, the register of members, minutes of general meetings, resolutions of the Board of Directors and resolutions of the Supervisory Committee, and financial accounting reports;

(6) upon termination or liquidation of the Company, to participate in the distribution of the Company's remaining assets in proportion to the number of shares they hold;

(7) where shareholders dissent from resolutions on the merger or division of the Company adopted by a general meeting, to require the Company to acquire their shares;

(8) other rights provided by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, or these Articles of Association.

Shareholders who individually or in aggregate hold 3% or more of the shares of the Company for a consecutive period of 180 days or more may request to inspect the Company's accounting books and accounting vouchers. Where the aforesaid shareholders request to inspect the Company's accounting books and accounting vouchers, they shall submit a written request to the Company stating the purpose. Where the Company has reasonable grounds to believe that the shareholders' inspection of the accounting books and accounting vouchers is for an improper purpose and may prejudice the legitimate interests of the Company, it may refuse to provide such inspection, and shall reply to the shareholders in writing and state the reasons within fifteen days from the date on which the shareholders submit the written request. Where the Company refuses to provide inspection, the shareholders may institute legal proceedings before a people's court.

A shareholder may entrust intermediary institutions such as accounting firms or law firms to inspect the materials specified in the preceding paragraph.

Shareholders and the accounting firms, law firms and other intermediary institutions entrusted by them to inspect and copy the relevant materials shall comply with the laws and administrative regulations relating to the protection of state secrets, trade secrets, personal privacy and personal information.

Where a shareholder requests to inspect or copy the relevant materials of the Company's wholly owned subsidiaries, the provisions of the second, third and fourth paragraphs of this Article shall apply.

Shareholders who inspect and copy the relevant materials shall comply with the provisions of the Securities Law, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, as well as other laws and administrative regulations.

Article 33 Where a shareholder requests to inspect or copy the relevant information mentioned in the preceding Article or requests to obtain information, such shareholder shall submit to the Company written documents evidencing the class and number of shares held by him or her. After verifying the shareholder's identity, the Company shall provide such information in accordance with the shareholder's request.

Article 34 Where the contents of resolutions adopted at a general meeting or a Board meeting of the Company violate laws or administrative regulations, shareholders shall have the right to apply to a people's court for a ruling declaring such resolutions invalid.

Where the convening procedures or voting methods of a general meeting or a Board meeting of the Company violate laws, administrative regulations or these Articles of Association, or where the contents of any resolution violate these Articles of Association, shareholders shall have the right to apply to a people's court for revocation of such resolution within sixty days from the date on which the resolution is adopted; provided, however, that this shall not apply where there are only minor defects in the convening procedures or voting methods of the general meeting or the Board meeting that have not produced any substantive impact on the resolution.

Shareholders who were not notified to attend the general meeting may, within sixty days from the date on which they knew or ought to have known that the resolution of the general meeting was adopted, apply to a people's court for revocation; where the right of revocation is not exercised within one year from the date on which the resolution is adopted, such right of revocation shall be extinguished.

Article 35 Under any of the following circumstances, the resolutions of the general meeting or the Board meeting shall be invalid:

(1) no general meeting or Board meeting has been convened to approve the resolution;

(2) the resolution has not been voted on at the general meeting or the Board meeting;

(3) the number of attendees at the meeting or the number of voting rights held has not reached the required number of attendees or voting rights as stipulated in the Company Law or these Articles of Association;

(4) the number of attendees approving the matters to be resolved or the number of voting rights held by such persons has not reached the required number of attendees or voting rights as stipulated in the Company Law or these Articles of Association.

Article 36 Where directors or senior management members violate laws, administrative regulations or these Articles of Association in the performance of their duties and thereby cause losses to the Company, shareholders who individually or in aggregate hold 1% or more of the shares of the Company for a consecutive period of 180 days or more shall have the right to make a written request to the Supervisory Committee to initiate legal proceedings in a people's court; where supervisors violate laws, administrative regulations or these Articles of Association in the performance of their duties and thereby cause losses to the Company, shareholders may make a written request to the Board of Directors to initiate legal proceedings in a people's court.

Where the Supervisory Committee or the Board of Directors refuses to initiate legal proceedings after receiving the shareholders' written request as set out in the preceding paragraph, or fails to initiate such proceedings within 30 days from the date of receipt of the request, or where circumstances are urgent and failure to initiate legal proceedings immediately would cause irreparable damage to the interests of the Company, the shareholders specified in the preceding paragraph shall have the right, for the benefit of the Company, to directly initiate legal proceedings in a people's court in their own name.

Where any other person infringes upon the lawful rights and interests of the Company and thereby causes losses to the Company, the shareholders specified in the first paragraph of this Article may initiate legal proceedings in a people's court in accordance with the provisions of the preceding two paragraphs.

Article 37 Where directors or senior management members violate laws, administrative regulations or these Articles of Association and thereby harm the interests of the shareholders, the shareholders may initiate legal proceedings in a people's court.

When directors or senior management members perform their duties and cause harm to others, the Company shall bear compensation liability; where directors or senior management members act with intent or gross negligence, they shall also bear compensation liability.

Where the controlling shareholders or de facto controllers of the Company instruct directors or senior management members to engage in acts that harm the interests of the Company or its shareholders, they shall bear joint and several liability with such directors or senior management members.

Article 38 The shareholders of the Company shall bear the following obligations:

(1) to comply with laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed and these Articles of Association;

(2) to pay subscription monies in accordance with the shares subscribed for and the method of capital contribution;

(3) not to withdraw their capital except under circumstances prescribed by laws and regulations;

(4) not to abuse shareholders' rights to harm the interests of the Company or other shareholders, and not to abuse the Company's status as an independent legal person and the limited liability of shareholders to harm the interests of the Company's creditors;

(5) other obligations as prescribed by laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed and these Articles of Association.

Where shareholders of the Company abuse their shareholders' rights and cause losses to the Company or other shareholders, they shall bear compensation liability in accordance with the law.

Where shareholders of the Company abuse the Company's status as an independent legal person and the limited liability of shareholders to evade debts and thereby seriously harm the interests of the Company's creditors, such shareholders shall bear joint and several liability for the Company's debts.

Where shareholders use two or more companies under their control to carry out the acts specified in the preceding paragraph, each of such companies shall bear joint and several liability for the debts of any one of those companies.

Article 39 Where a shareholder holding 5% or more of the voting shares of the Company pledges the shares held by it, such shareholder shall make a written report to the Company on the day on which the pledge occurs.

Article 40 Where the controlling shareholders or de facto controllers of the Company do not serve as directors of the Company but in fact execute the Company's affairs, they shall owe a duty of loyalty to the Company, shall take measures to avoid conflicts between their own interests and the interests of the Company, and shall not use their powers to seek improper benefits; they shall owe a duty of care to the Company, and in performing their duties shall exercise the reasonable care ordinarily expected of a manager, acting in the best interests of the Company.

Section 2 General Provisions of General Meeting

Article 41 The general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the law:

(1) to elect and remove directors and supervisors who are not employee representatives, and to decide on matters relating to the remuneration of directors and supervisors;

(2) to consider and approve reports of the Board of Directors;

(3) to consider and approve reports of the Supervisory Committee;

(4) to consider and approve the Company's profit distribution plans and loss recovery plans;

(5) to resolve on any increase or reduction of the Company's registered capital;

(6) to resolve on the issuance of corporate bonds, the issuance of any class of shares, warrants and other securities, and listing plans;

(7) to resolve on the merger, division, dissolution, liquidation or change of corporate form of the Company;

(8) to amend these Articles of Association;

(9) to resolve on the engagement or dismissal of accounting firms;

(10) to consider and approve related party transactions (excluding related party transactions between the Company and its controlled subsidiaries) where the amount of a single transaction or the aggregate amount of transactions within a consecutive 12-month period exceeds 25% (inclusive) of the Company's latest audited net assets;

(11) to consider and approve outbound investments, major asset purchase or sales, external guarantees or other major asset disposals where the amount of a single transaction or the aggregate amount of transactions within a consecutive 12-month period exceeds 25% (inclusive) of the Company's latest audited net assets;

(12) to consider and approve guarantees, financial assistance, transactions and connected transactions that are required to be considered by the general meeting pursuant to laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association;

(13) to consider and approve share incentive schemes that are required to be considered by the general meeting pursuant to laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association;

(14) to consider other matters which are required to be decided by the general meeting pursuant to laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, or these Articles of Association.

Article 42 The following external guarantees of the Company shall be considered and approved at the general meeting:

(1) any guarantee provided to shareholders, de facto controllers and their connected (related) parties;

(2) other external guarantees that are required to be considered and approved at the general meeting as stipulated by laws, regulations, regulatory documents, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, or these Articles of Association.

The above external guarantees that are required to be considered and approved by the general meeting shall be subject to consideration and approval by the Board of Directors before being submitted to the general meeting for approval. The Board of Directors shall have the authority to consider and approve external guarantee matters other than those required to be approved by the general meeting as mentioned above.

When the general meeting considers a resolution on the provision of guarantees to shareholders, de facto controllers and their connected (related) parties, such shareholder or the shareholder controlled by the de facto controller shall abstain from voting, and the resolution shall be considered and approved by more than one-half of the voting rights held by the other shareholders attending the general meeting.

Article 43 General meetings shall be in the form of annual general meetings and extraordinary general meetings. The annual general meeting shall be convened once each year and shall be held within six months after the end of the preceding accounting year.

Article 44 Under any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date on which the fact occurs:

(1) where the number of directors is less than two-thirds of the number as prescribed in the Company Law or the number as stipulated in these Articles of Association;

(2) where the Company's uncovered losses have reached one-third of the total paid-in share capital;

(3) at the request of shareholders who individually or in aggregate hold 10% or more of the Company's shares;

(4) where the Board of Directors considers it necessary;

(5) where the Supervisory Committee proposes to convene such meeting;

(6) under other circumstances as stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules or other securities regulatory rules of the place where the Company's shares are listed, or these Articles of Association.

Article 45 The place where the Company shall convene a general meeting shall be the Company's domicile or such other place as determined in the notice of the general meeting.

The general meeting shall have a venue and be held in the form of an on-site meeting or in other forms permitted by laws and regulations. Provided that applicable laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed are not violated, the Company shall also provide online, video, telephone or other voting methods with equivalent effect to facilitate shareholders' participation in the general meeting. Shareholders who attend the general meeting through the aforesaid methods shall be deemed to have attended the general meeting.

Section 3 Convening of General Meetings

Article 46 The general meeting shall be convened by the Board of Directors, except as otherwise provided by law or the Articles of Association.

Article 47 The independent directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. In response to a proposal by the independent directors to convene an extraordinary general meeting, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association, give a written response as to whether or not it agrees to convene an extraordinary general meeting within ten days upon receipt of such proposal.

Where the Board of Directors agrees to hold an extraordinary general meeting, it will send out a notice thereon within 5 days after the relevant resolution of the Board of Directors is made. If the Board of Directors does not agree to hold an extraordinary general meeting, it shall state reasons and make an announcement.

Article 48 The Supervisory Committee shall have the right to propose to the Board of Directors to hold an extraordinary general meeting and shall put forward the proposal to the Board of Directors in written. The Board of Directors shall, in accordance with laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association, give a written feedback on whether or not it agrees to hold an extraordinary general meeting within 10 days of receipt of the proposal.

Where the Board of Directors agrees to hold an extraordinary general meeting, it shall send out a notice thereon within 5 days after the relevant resolution of the Board of Directors is made; any change to the original proposal in the notice is subject to the consent of the Supervisory Committee.

Where the Board of Directors does not agree to hold an extraordinary general meeting or fails to give a feedback within 10 days of receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty to convene a general meeting, and the Supervisory Committee may convene and preside over an extraordinary general meeting itself.

Article 49 Shareholder(s) individually or collectively holding 10% or more of the Company's shares (where the total share capital of the Company excludes treasury shares) shall have the right to request the Board of Directors to convene an extraordinary general meeting, and such request shall be submitted to the Board in writing. The Board of Directors shall, in accordance with applicable laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, and these Articles of Association, provide written feedback within ten days of receipt of such request indicating its agreement or disagreement to convene an extraordinary general meeting.

If the Board of Directors agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be issued within five days after the date of the resolution of the Board of Directors and any changes to the original proposal contained in the notice shall be subject to the approval of the relevant shareholders.

If the Board of Directors does not agree to convene such meeting, or fails to give a response within ten days after receipt of the request, shareholders holding 10% or more of the shares of the Company separately or in aggregate shall have the right to propose to the Supervisory Committee to convene an extraordinary general meeting, and shall put forward such request to the Supervisory Committee in writing.

The Supervisory Committee shall, in accordance with applicable laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, and these Articles of Association, make a decision on whether to convene an extraordinary general meeting within ten days from the date of receipt of such request, and provide a written response to the shareholder(s).

If the Supervisory Committee agrees to convene an extraordinary general meeting, a notice for convening such meeting shall be issued within five days after receipt of the request and any changes to the original proposal contained in the notice shall be subject to the approval of the relevant shareholders.

If the Supervisory Committee fails to issue a notice of general meeting within the prescribed period, it shall be deemed that the Supervisory Committee will not convene and preside over the general meeting, and shareholder(s) who has/have individually or collectively held 10% or more of the Company's shares for 90 consecutive days or more may convene and preside over such meeting on their own initiative.

Where laws, administrative regulations, normative documents and relevant rules of the securities regulatory authority where the Company's shares are listed otherwise require, those provisions shall prevail.

Article 50 If the general meeting is convened by the Supervisory Committee or shareholders on their own, a written notice shall be issued to the Board of Directors. Prior to the announcement of the resolution of the general meeting, the proportion of shares held by the convening shareholders shall not be less than 10%.

Article 51 The Board of Directors and the secretary to the Board shall cooperate with the Supervisory Committee or shareholders to convene general meetings on their own. The Board of Directors shall provide the register of members on the record date of equity interests.

Article 52 The expenses necessary for the general meeting convened by the Supervisory Committee or the shareholders themselves shall be borne by the Company.

Section 4 Proposals and Notices of the General Meetings

Article 53 The proposals shall fall within the scope of functions and powers of the general meeting, have clear issues for discussion and specific matters to be resolved, and comply with the laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed and the Articles of Association. Proposals shall be submitted or delivered to the convener in writing.

Article 54 When the Company convenes a general meeting, the Board of Directors, the Supervisory Committee and shareholders holding 1% or more of the shares of the Company separately or in aggregate shall be entitled to put forward proposals to the Company.

Shareholder(s) individually or collectively holding 1% or more of the Company's shares may submit provisional proposals in writing to the convener ten days prior to the convening of a general meeting. Provisional proposals shall contain clear topics and specific matters for resolution. The convener shall, within two days of receipt of the proposals, issue a supplementary notice of the general meeting, announce the content of the provisional proposals, and submit such provisional proposals to the general meeting for consideration, except where such provisional proposals contravene applicable laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, or these Articles of Association, or do not fall within the scope of authority of general meetings. With respect to the publication of supplementary notices of general meetings, where the securities regulatory rules of the places where the Company's shares are listed contain special provisions, such provisions shall prevail. Where a general meeting is required to be postponed pursuant to the securities regulatory rules of the places where the Company's shares are listed due to the publication of a supplementary notice of the general meeting, the convening of the general meeting shall be postponed in accordance with the securities regulatory rules of the places where the Company's shares are listed.

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

Proposals which are not specified in the notice of the general meeting or which are not in compliance with Article 53 of the Articles of Association shall not be voted on at the general meeting.

Article 55 The convener shall convene an annual general meeting by notifying the shareholders in announcement 21 days prior to the meeting and an extraordinary general meeting by notifying the shareholders in announcement 15 days prior to the meeting.

When calculating the starting period of the aforementioned "21 days" and "15 days", the date of the general meeting convened shall not be included but the issue date of such notice shall be included.

Article 56 The notice of the general meeting shall include the following content:

(1) the date, place and duration of the meeting;

(2) the matters and proposals to be reviewed at the meeting;

(3) an explicit statement that all ordinary shareholders are entitled to participate in the general meeting and they may appoint in writing a proxy to attend and vote at such meeting and such proxy may not necessarily be a shareholder of the Company;

(4) the record date of shareholders entitled to attend the general meeting;

(5) the name and telephone number of the standing contact person for the meeting affairs;

(6) time and procedures for voting online or via other means;

(7) other requirements stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The notice of general meeting and any supplementary notice shall fully and completely disclose the entire specific content of all proposals and all information or explanations necessary to enable shareholders to make a reasonable judgment on the matters to be discussed. Where matters to be discussed require independent directors to express their opinions, such opinions and the reasons therefor shall be disclosed simultaneously when the notice of general meeting or supplementary notice is published.

Article 57 When the general meeting intends to discuss the election of directors and supervisors, the notice of the general meeting shall fully disclose the details of the candidates for directors and supervisors, including, as a minimum, the following contents:

(1) personal particulars such as education background, working experience and any concurrent positions;

(2) whether one is connected with the Company or its controlling shareholders and de facto controller;

(3) their shareholdings in the Company;

(4) any penalties imposed by the CSRC and other relevant authorities and punishments imposed by the stock exchanges.

Unless a director or supervisor is elected via the cumulative voting system, each candidate for director or supervisor shall be proposed via a single proposal.

Article 58 After the notice of the general meeting is issued, the meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In case of any postponement or cancellation of the meeting, the convenor shall make an announcement at least two working days prior to the original date of the convening and state the reasons therefor. If the convening is postponed, the date of the postponed convening shall be stated in the announcement. Where the securities regulatory rules of the places where the Company's shares are listed contain special provisions regarding procedures for postponing or cancelling general meetings, such provisions shall prevail.

Section 5　Holding of General Meetings

Article 59　The Board of Directors and other conveners shall take necessary measures to ensure the proper order of the general meeting. They shall take measures to stop the conducts that interfere with the general meeting, seeking trouble and infringing on the legal rights and interests of the shareholders and report such act to the relevant authorities for investigation.

Article 60　All holders of ordinary shares registered on the record date or their proxies shall be entitled to attend the general meeting, speak at the general meetings, and exercise their voting rights in accordance with the relevant laws, regulations, securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association.

Shareholders may attend the general meeting in person or may also appoint proxies (who need not be shareholders of the Company) to attend and vote on his/her behalf. If a shareholder is a recognized clearing house as defined in the relevant ordinances enacted from time to time under the laws of Hong Kong (or its nominee), the shareholder may authorize the corporate representative(s) or one or more persons as it thinks fit to act as its proxy or proxies at any general meeting.

Article 61　An individual shareholder who attends the meeting in person shall present his/her own ID card or other valid documents or proof evidencing his/her identity and stock account card. If a proxy is appointed to attend the meeting on his or her behalf, such proxy shall produce his/her own valid proof of identity and the power of attorney from the shareholder.

Corporate shareholders or other institutional shareholders shall be represented at meetings by their legal representative (responsible person)/executing partner (where the executing partner is a legal person or unincorporated organization, this refers to the representative appointed by the executing partner, the same below) or a proxy appointed by the legal representative (responsible person)/executing partner. If a legal representative (responsible person)/executing partner attends a meeting, such person shall produce his/her identity card and valid documents evidencing his/her capacity as legal representative (responsible person)/executing partner. If a proxy is appointed to attend the meeting, such proxy shall produce his/her identity card and written instrument of proxy duly issued by the legal representative (responsible person)/executing partner of the corporate or institutional shareholder in accordance with the laws.

If the shareholder is a recognized clearing house (or its nominee(s)) as defined in the relevant ordinances enacted in Hong Kong from time to time, the shareholder may authorize the company representatives or one or more persons as he/she deems appropriate to act as his/her representative at any general meeting (and meetings of creditors). However, if more than one person is authorized, the power of attorney or letter of authorization shall state the number and class of shares in respect of which such person is authorized and shall be signed by the authorized officer of the recognized clearing house. The authorized persons may attend the meeting (without presenting proof of shareholding, notarized authorization and/or further evidence to prove they have obtained official authorization) and exercise legal rights (including the right to speak and vote) equivalent to those enjoyed by other shareholders on behalf of a recognized clearing house (or its agent) as if he/she were an individual shareholder of the Company.

Article 62 Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (who need not be shareholders) as his/her proxy to attend and vote on his/her behalf. The power of attorney issued by a shareholder to appoint a proxy to attend the general meeting shall contain the following information:

(1) the name of the proxy;

(2) whether such proxy has voting rights;

(3) instructions to vote for, against or abstain from voting on each matter set out in the agenda of the general meeting respectively;

(4) the date of issue and validity period of the power of attorney;

(5) signature (or seal) of the principal. If the principal is a legal person shareholder or other institutional shareholder, the power of attorney shall be affixed with the seal of such corporate entity/institutional entity or signed by its directors or proxy or officer duly delegated.

Article 63 The power of attorney shall specify whether, in the absence of specific instructions from the shareholder, the proxy may vote at his/her own discretion.

Article 64 The power of attorney shall be made available at least 24 hours prior to a meeting at which voting is appointed in such power of attorney or 24 hours prior to the designated voting time at the Company's domicile or elsewhere specified in the notice convening the meeting. If the power of attorney is signed by the authorized person of the principal, the letter of authority for signing or other authorization documents shall be notarized. The notarized letter of authority or other authorization documents and the power of attorney for proxy voting shall be maintained at the domicile of the Company or other place specified in the notice of the meeting.

If the principal is a legal person or other institutional shareholder, its legal representative (responsible person)/executive partner or the person authorized by the Board of Directors or other decision-making authorities shall attend the general meeting of the Company on its behalf.

Article 65 The meeting register for the attendees shall be prepared by the Company. The meeting register shall specify the name of the attendees (or the entity name), the ID card number, the domicile, the number of shares with voting rights he/she holds or represents, names of the principals (or the entity name) and other relevant matters.

Article 66 The convener and the lawyer (if any) engaged by the Company shall jointly verify the qualification of the shareholders according to the register of members provided by the securities registration and clearing institution and shall register the names of each shareholder and the number of shares with voting rights he/she holds. The meeting registration shall be terminated by the time the chairman of the meeting announces the number of shareholders and proxies present at the meeting as well as the total number of shares with voting rights held by them.

Article 67 When a general meeting is convened, all directors, supervisors and the secretary to the Board of the Company shall attend the meeting, and the general manager and other senior management member shall be present at the meeting, except where they are unable to attend or be present due to objective reasons. Where permitted by the securities regulatory rules of the places where the Company's shares are listed, the aforementioned persons may attend or be present at the meeting via the internet, video, telephone or other means having equivalent effect.

Article 68 The general meeting shall be presided over by the chairman of the Board of Directors. When the chairman of the Board of Directors is unable or fails to perform his/her duty, a director jointly elected by more than half of the directors shall preside over the meeting.

A general meeting convened by the Supervisory Committee itself shall be presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his duties, one supervisor shall be elected jointly by half or more of the supervisors to preside over the meeting.

The general meeting convened by shareholder(s) itself/themselves shall be presided over by a representative elected by the convener.

When a general meeting is held and the chairman violates the rules of procedure in a way that makes it difficult for the general meeting to continue, a person may be elected at the general meeting, with consent of more than half of the shareholders attending the meeting with voting rights, to act as the chairman so as to carry on with the meeting.

Article 69 The Company shall formulate rules of procedure for the general meeting and specify the convening and voting procedures of the general meeting, including notification, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formation of resolutions of the meeting, minutes of the meeting and signing and announcements, as well as the principle of authorization of the general meeting to the Board of Directors. The content of authorization shall be clear and specific. The rules of procedure for the general meeting shall be annexed to the Articles of Association and shall be prepared by the Board of Directors and approved by the general meeting.

Article 70 At the annual general meeting, the Board of Directors and the Supervisory Committee shall make report on their work in the past year to the general meeting. Each independent director shall also make his/her work report.

Article 71 The directors, supervisors and senior management members shall provide explanations and statements relating to the queries and suggestions put forward by the shareholders at the general meeting, except where matters involving the Company's trade secrets cannot be disclosed publicly at general meetings.

Article 72 The chairman of the meeting shall declare the number of attending shareholders and proxies and the total number of shares with voting rights they hold prior to voting. To determine the number of shareholders and proxies present and the total number of shares with voting rights they hold, the meeting register shall prevail.

Article 73 The general meeting shall have meeting minutes, and secretary to the Board of Directors shall be responsible for the meeting minutes. The meeting minutes shall contain the following content:

(1) the time, venue of, and the agenda for, the meeting, and the name or title of the convener;

(2) names of the chairman of the meeting and the directors, supervisors, secretary to the Board, manager and other senior management members attending the meeting or attending the meeting as non-voting attendee;

(3) the number of shareholders and proxies present at the general meeting, the total number of voting shares held and their respective proportions in the total number of shares of the Company;

(4) the consideration process, summaries of speeches and voting result for each proposal;

(5) the inquiries or suggestions from the shareholders and the corresponding answers or explanations;

(6) names of lawyer (if any), vote counters and scrutineers;

(7) other contents that should be included in the meeting minutes as required by the Articles of Association.

Article 74 The convener shall guarantee the authenticity, accuracy and integrity of the contents of the meeting minutes. The directors, supervisors, secretary to the Board, convener or their representatives who attended the meeting, and the chairman of the meeting shall sign the meeting minutes. The meeting minutes shall be maintained together with the registration record of the shareholders present, the power of attorney for proxy attendance, and the valid documents relating to the voting over network and other forms of voting for a period of 10 years.

Article 75 The convener shall ensure that the general meeting is held continuously until the final resolution is made. If the general meeting is suspended or the resolution cannot be made due to force majeure or other special causes, necessary measures shall be taken to resume the general meeting as soon as possible or directly terminate the general meeting, and make a responsive announcement.

Section 6 Voting and Resolutions at General Meetings

Article 76 Resolutions of general meetings include ordinary resolutions and special resolutions.

Ordinary resolution at a general meeting shall be adopted by more than half of the voting rights held by shareholders (including their proxies) present at the general meeting.

Special resolution at a general meeting shall be adopted by more than two-thirds of the voting rights held by shareholders (including their proxies) present at the general meeting.

Article 77 The following matters shall be resolved by way of ordinary resolutions at a general meeting:

(1) the election and removal of directors and supervisors who are not employee representatives, and decisions on matters relating to the remuneration of directors and supervisors;

(2) consideration and approval of work reports of the Board of Directors and the Supervisory Committee;

(3) profit distribution plans and plans for making up losses formulated by the Board of Directors;

(4) consideration and approval of connected transactions (excluding connected transactions with controlled subsidiaries) where the individual or aggregate amount within 12 consecutive months exceeds 25% (inclusive) of the Company's latest audited net assets;

(5) consideration and approval of external investments, major asset purchases or sales, external guarantees or other major asset disposals where the individual or aggregate amount within 12 consecutive months exceeds 25% (inclusive) of the Company's latest audited net assets;

(6) consideration and approval of guarantees, financial assistance, transactions and connected transactions that are required by applicable laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, and these Articles of Association to be considered by the general meeting;

(7) changes to the use of proceeds from fundraising;

(8) consideration of the Company's annual report;

(9) appointment and dismissal of the Company's accounting firm;

(10) other matters not required by applicable laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, or these Articles of Association to be passed by special resolution.

Article 78 The following matters shall be resolved by way of special resolutions at a general meeting:

(1) increase or reduction of the Company's registered capital;

(2) issuance by the Company of bonds, shares of any class, warrants and other securities, and the Company's listing plan;

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

(4) amendments to these Articles of Association;

(5) where the Company purchases or sells major assets or the amount of guarantees provided exceeds 30% of the Company's latest audited total assets within one year;

(6) share incentive schemes required by applicable laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, and these Articles of Association to be passed by special resolution at a general meeting;

(7) other matters stipulated by applicable laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, or these Articles of Association, as well as other matters determined by ordinary resolution of the general meeting to have a material impact on the Company and requiring passage by special resolution.

Article 79 Shareholders (including their proxies) shall exercise their voting rights according to the number of voting shares they represent, with one vote for each share, except for particular shareholders who are required to abstain from voting on particular matters pursuant to the requirements of the Hong Kong Listing Rules. On a poll, a shareholder (including a proxy) entitled to two or more votes need not cast all votes in favor or against.

Where any shareholders are required to abstain from voting on a particular matter or can only vote either in favor of or against pursuant to Hong Kong Listing Rules. Any votes in violation of the relevant regulations or restrictions cast by such shareholders or their proxies will not be counted the voting results.

Shares in the Company which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a general meeting.

Article 80 When a general meeting considers matters involving connected transactions, connected shareholders and their associates (as defined in the Hong Kong Listing Rules) shall not participate in voting, and the number of shares with voting rights they represent shall not be counted in the total valid votes. The announcement of the general meeting resolution shall fully disclose the voting status of non-connected shareholders.

The procedures for connected shareholders to abstain and vote shall be as follows:

(1) where a matter to be considered at a general meeting involves a connected relationship with a particular shareholder, such shareholder shall disclose its connected relationship to the Company's Board of Directors or other convener prior to the date of the general meeting and expressly indicate that it will not participate in voting. Where a connected shareholder fails to voluntarily disclose the connected relationship, other shareholders may require it to explain the circumstances and abstain from voting.

(2) the Board of Directors or other convener shall also make a determination as to whether the relevant matters to be submitted to the general meeting for consideration constitute a connected transaction. If the relevant matters to be submitted to the general meeting for consideration constitute a connected transaction, the Board of Directors shall also notify the connected shareholders in writing.

(3) when the general meeting votes on matters involving connected transactions, after deducting the number of shares with voting rights represented by connected shareholders and their associates, the non-connected shareholders present at the general meeting shall vote in accordance with the relevant provisions of these Articles of Association. Where a connected shareholder fails to disclose the circumstances or abstain from voting, this shall not affect the voting on connected transaction matters, and the number of shares it holds shall not be counted in the total number of shares with valid voting rights.

(4) other procedures stipulated in the Hong Kong Listing Rules.

Article 81 Unless the Company is in a crisis or under other special circumstances, the Company shall not, without the approval by special resolutions at a general meeting, enter into contracts with persons other than directors, manager and other senior management members granting that person responsibility for the management of all or part of the Company's material business.

Article 82 List of nominations for the candidates for directors and supervisors shall be submitted by way of proposal at the general meeting for voting.

When voting is conducted on election of directors or supervisors at a general meeting, the cumulative voting system may be adopted in accordance with the requirement of these Articles of Association or the resolutions of the general meeting.

The cumulative voting system referred to in the preceding paragraph means that when a general meeting elects directors or supervisors, each share shall carry voting rights equal to the number of directors or supervisors to be elected, and the voting rights held by a shareholder may be used collectively. The Board of Directors shall announce to shareholders the resumes and basic information of director and supervisor candidates.

Article 83 Where the general meeting implements the cumulative voting system for voting, the following principles shall be observed:

The number of director or supervisor candidates may exceed the number of persons to be elected by the general meeting, but the number of candidates voted for by each shareholder shall not exceed the number of directors or supervisors to be elected by the general meeting, and the total number of votes allocated shall not exceed the number of votes held by the shareholder; otherwise, such ballot shall be invalid.

Director or supervisor candidates shall be determined as the final elected persons according to the number of votes received in descending order, but the minimum number of votes received by each elected person must exceed half of the total number of shares held by shareholders (including proxies of shareholders) present at the general meeting. If the number of elected directors or supervisors is less than the number of directors or supervisors to be elected by the general meeting, re-voting shall be conducted on the shortfall for all director or supervisor candidates who have insufficient votes. If still insufficient, the Company shall conduct supplementary elections at the next general meeting. Where two or more director or supervisor candidates receive the same number of votes but due to the limitation on the number of positions to be elected only some of them can be elected, a separate re-vote shall be conducted for such director or supervisor candidates receiving the same number of votes.

Article 84 The Board of Directors shall provide shareholders with resumes and basic information of director and supervisor candidates. The methods and procedures for nominating director and supervisor candidates are as follows:

(1) director candidates shall be nominated in writing to the Board of Directors by shareholder(s) individually or collectively holding 3% or more of the shares, and after qualification review by the Board of Directors, shall be submitted to the general meeting for election;

(2) supervisor candidates shall be nominated in writing to the Supervisory Committee by shareholder(s) individually or collectively holding 3% or more of the shares, and after qualification review by the Supervisory Committee, shall be submitted to the general meeting for election;

(3) employee representative supervisor candidates on the Supervisory Committee shall be democratically elected by the Company's employees.

Article 85 In addition to the cumulative voting system, the general meeting shall resolve on all the proposals separately. In the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is suspended or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the general meeting.

Article 86 No amendment shall be made to a proposal when it is considered at a general meeting, otherwise such amendments shall be deemed as a new proposal and shall not be voted at the current general meeting.

Article 87 The same voting right may only choose one voting method among on-site, internet or other voting methods at one general meeting. Where the same voting right is voted more than once, the first voting result shall prevail.

Article 88 The general meeting shall be voted by open ballot.

Article 89 Before proposals are voted on at the general meeting, two shareholders' representatives shall be elected to participate in vote counting and scrutinizing. When any shareholder is connected (related) to any matter under consideration, the said shareholder and proxy thereof shall not participate in vote counting or scrutinizing.

At the time of deciding on a proposal by voting at a general meeting, lawyers (if any), shareholders' representatives and supervisors' representatives, and other relevant parties appointed in accordance with the Hong Kong Listing Rules shall jointly count and scrutinize the votes, in compliance with the provisions of the Hong Kong Listing Rules. The voting results shall be announced immediately at the meeting and recorded in the minutes of the meeting.

Shareholders or their proxies voting via the network or other means shall have the right to check their voting results via the corresponding voting system.

Article 90 An on-site general meeting shall not end before those conducted online or otherwise, and the chairman of the meeting shall announce the voting status and results of each proposal and announce whether the proposal is adopted or not based on the voting results.

Prior to the formal announcement of voting results, the relevant parties involved in relation to the on-site voting, on-line or otherwise at the general meeting, including the Company, the persons responsible for counting votes and scrutinizing the voting, the substantial shareholders, and internet service provider shall be obliged to keep the voting status confidential.

Article 91 The shareholders attending the general meeting shall express one of the following opinions on the 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 China-Hong Kong Stock Connect Program, may express opinions in accordance with the instruction of the de facto holders.

A blank, wrongly filled, or illegible vote, or an uncast vote shall be deemed to be a waiver of the voting right of the voter, and the voting result for the number of shares he/she holds shall be accounted as "abstention".

Article 92 If the chairman of the meeting has any doubts as to the result of a resolution which has been put to vote at the general meeting, he/she may have the votes counted. If the chairman of the meeting has not counted the votes, any shareholder present in person or by proxy who objects to the result announced by the chairman of the meeting may, immediately after the declaration, demand that the votes be counted, and the chairman of the meeting shall have the votes counted immediately.

Article 93 Resolutions of general meeting shall be announced in a timely manner. The announcements shall set forth the number of shareholders and proxies present at the meeting, the total number of voting shares held and the proportion to the total number of voting shares of the Company, the voting method, the voting results on each proposal and the details of each of the resolutions passed.

Article 94 Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.

Article 95 If the general meeting passes proposals relating to the election of directors or supervisors, the commencement date for new directors or supervisors shall be calculated from the date on which the general meeting passes the relevant resolution or the effective date of appointment specified in such resolution.

Article 96 If the general meeting passes the proposal on cash dividends, bonus shares or conversion of capital reserve into share capital, the Company shall implement the specific scheme in 2 months after the end of the general meeting.

CHAPTER V BOARD OF DIRECTORS

Section 1 Directors

Article 97 Directors of the Company shall be natural persons. No one may serve as a director of the Company who falls under any of the following circumstances:

(1) Having no or limited capacity for civil conduct;

(2) Having been sentenced to criminal penalties for corruption, bribery, embezzlement of property, misappropriation of property, or disrupting the order of the socialist market economy, or having been deprived of political rights for a crime, where not more than five years have passed since the completion of the sentence; or having been sentenced to probation, where not more than two years have passed since the expiration of the probation period;

(3) Having served as a director, factory director, or manager of a company or enterprise that has undergone bankruptcy liquidation and being personally responsible for the bankruptcy of such company or enterprise, where not more than three years have elapsed since the date of completion of the bankruptcy liquidation of such company or enterprise;

(4) Having served as the legal representative of a company or enterprise whose business license was revoked or which was ordered to close down due to a violation of the law, and being personally liable therefor, where not more than three years have elapsed since the date of the revocation of the business license or the closure of such company or enterprise;

(5) Being listed by a People's Court as a judgment debtor subject to enforcement for failing to repay a large amount of personal debt that has become due;

(6) Being subject to a securities market ban imposed by the CSRC, and the ban has not expired;

(7) Other circumstances stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed.

If a director is elected or appointed in violation of the provisions of this Article, such election or appointment shall be null and void. If a director falls under the circumstances stipulated in this Article during his or her term of office, the Company shall remove him or her from office.

Article 98 Directors shall be elected or replaced by the general meeting of shareholders, and their duties may be removed by the general meeting of shareholders before the expiration of their term of office. The term of office for a director shall be three years. Upon the expiration of the term, a director may be re-elected and re-appointed in accordance with the securities regulatory rules of the place where the Company's shares are listed.

The term of office of a director shall be calculated from the date of assumption of office until the expiration of the term of the current Board. If a new director is not elected in a timely manner upon the expiration of his or her term, such original director shall, before the newly elected director assumes office, continue to perform the duties of a director in accordance with the provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

Without prejudice to the relevant laws, regulations, and regulatory rules of the place where the Company's shares are listed, any person appointed as a director by the Board to fill a casual vacancy on the Board or to increase the number of directors on the Board shall hold office only until the next annual general meeting of the Company and shall be eligible for re-election.

Article 99 Directors shall abide by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

Directors have a duty of loyalty to the Company, shall take measures to avoid conflicts between their personal interests and the interests of the Company, and shall not use their authority to seek improper benefits.

Directors have a duty of diligence to the Company and shall, in the performance of their duties, exercise the reasonable care ordinarily expected of a manager for the best interests of the Company.

Article 100 Directors shall not engage in the following acts:

(1) Embezzling the Company's property or misappropriating the Company's funds;

(2) Depositing the Company's assets or funds in an account opened in their own name or in the name of another individual;

(3) Using the power of a director to offer bribes or accept other illegal income;

(4) Accepting commissions from transactions between others and the Company for their own benefit;

(5) Disclosing the Company's confidential information without authorization;

(6) In violation of the provisions of these Articles of Association, lending the Company's funds to others or providing guarantees for others with the Company's property without consideration and review of the Board or the general meeting of shareholders;

(7) Damaging the Company's interests by using their connected relationships;

(8) Other acts that violate the duty of loyalty to the Company as stipulated by laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are listed.

Article 101 A director who directly or indirectly enters into a contract or conducts a transaction with the Company shall report to the Board or the general meeting of shareholders on matters related to the conclusion of the contract or the conduct of the transaction, and the matter shall be approved by a resolution of the Board or the general meeting of shareholders in accordance with the provisions of laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

The provisions of the preceding paragraph shall apply when a close relative of a director, an enterprise directly or indirectly controlled by a director or his or her close relatives, and a connected (related) person who has other connected (related) relationships with the director enters into a contract or conducts a transaction with the Company.

Article 102 Directors shall not use their official position to seek for themselves or others business opportunities that belong to the Company. However, the foregoing shall not apply in any of the following circumstances:

(1) The matter has been reported to the Board or the general meeting of shareholders and approved by a resolution of the Board or the general meeting of shareholders in accordance with the provisions of these Articles of Association;

(2) The Company is unable to take advantage of the business opportunity in accordance with the provisions of laws, administrative regulations, or these Articles of Association.

Article 103 No director may, without reporting to the Board or the general meeting of shareholders and obtaining approval by a resolution of the Board or the general meeting of shareholders in accordance with the provisions of these Articles of Association, engage in for his or her own account or for the account of others any business that is of the same nature as the business of the company in which he or she holds office.

Article 104 The income obtained by a director in violation of the provisions of Articles 100 to 103 of these Articles of Association shall belong to the Company; if losses are caused to the Company, the director shall be liable for compensation.

Article 105 If a director fails to attend a Board meeting in person and fails to entrust another director to attend on his or her behalf on two consecutive occasions, he or she shall be deemed to be unable to perform his or her duties, and the Board shall recommend to the general meeting of shareholders that he or she be removed. Subject to the securities regulatory rules of the place where the Company's shares are listed, a director who attends a Board meeting by means of network, video, telephone, or other means with equivalent effect shall also be deemed to have attended in person.

Article 106 A director may resign before the expiration of his or her term of office. A director who resigns shall submit a written resignation report to the Company. The Board shall disclose the relevant information within two days.

If the resignation of a director results in the number of members of the Company's Board falling below the statutory minimum, the original director shall, before the newly elected director assumes office, continue to perform the duties of a director in accordance with the provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

Except for the circumstances listed in the preceding paragraph, the resignation of a director shall take effect upon the delivery of the resignation report to the Company.

Article 107 Unless otherwise provided by laws, regulations, or the regulatory rules of the place where the Company's shares are listed, the shareholders of the Company shall have the right to remove any director (including the chairman or any executive director) from office before the expiration of his or her term of office by an ordinary resolution at a general meeting of shareholders; provided that such removal shall not affect any claim for damages by such director under any contract.

Article 108 When a director's resignation takes effect, his or her term of office expires, or he or she is removed from office, he or she shall complete all handover procedures with the Board. His or her duty of loyalty to the Company and the shareholders shall not be automatically discharged upon the termination of his or her term of office.

Article 109 Without the provisions of these Articles of Association or the lawful authorization of the Board, no director may act in his or her personal name on behalf of the Company or the Board. When a director acts in his or her personal name, he or she shall, in circumstances where a third party would reasonably believe that the director is acting on behalf of the Company or the Board, declare his or her position and identity in advance.

Article 110 If a director, in the performance of his or her duties, violates laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed, or the provisions of these Articles of Association and causes losses to the Company, he or she shall be liable for compensation.

Article 111 The Company shall have independent directors. Matters related to the qualifications, nomination and election procedures, term of office, resignation, and powers of independent directors shall be implemented in accordance with the relevant provisions of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed.

Section 2 Board of Directors

Article 112 The Company shall establish a Board of Directors.

Article 113 The Board shall be composed of nine directors. The directors shall consist of executive directors, non-executive directors, and independent non-executive directors (hereinafter referred to as "**Independent Directors**").

Independent Directors shall perform their duties independently and shall not be influenced by the Company, its major shareholders, de facto controllers, or other entities or individuals that have a vested interest in the Company, its major shareholders, or de facto controllers.

Directors shall ensure that they have sufficient time and energy to effectively perform their duties as directors.

Article 114 The Board shall exercise the following powers and functions:

(1) To convene the general meeting of shareholders and to report on its work to the general meeting of shareholders;

(2) To implement the resolutions of the general meeting of shareholders;

(3) To decide on the Company's business plans and investment schemes;

(4) To consider and approve the Company's annual financial budget plans and final accounts plans;

(5) To formulate the Company's profit distribution plans and plans for making up losses;

(6) To formulate plans for the Company to increase or decrease its registered capital, and to issue bonds, any class of shares, warrants, or other securities, and plans for listing;

(7) Subject to compliance with the securities regulatory rules of the place where the Company's shares are listed, to draft plans for major acquisitions of the Company, the acquisition of the Company's own shares, or for the merger, division, dissolution, and change of the Company's form;

(8) To decide on the establishment of the Company's internal management structure;

(9) To appoint or dismiss the Company's Manager and the Secretary to the Board, and to decide on matters concerning their remuneration, rewards, and punishments; based on the nomination of the Manager, to appoint or dismiss the Chief Financial Officer and other senior management personnel, and to decide on matters concerning their remuneration, rewards, and punishments;

(10) To formulate the Company's basic management system;

(11) To formulate the Company's equity/option incentive plans and to amend any approved equity/option incentive plans;

(12) To decide on matters such as the Company's external investments, acquisition or disposal of assets, asset mortgages, external guarantees, entrusted wealth management, financial assistance, transactions, connected (related) transactions, which are required to be decided by the Board in accordance with laws, administrative regulations, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed, or these Articles of Association, including: to consider and approve connected transactions (excluding connected transactions with controlling subsidiaries) where the amount involved in a single transaction or in aggregate over a 12-month period exceeds 5% (exclusive) but does not exceed 25% (inclusive) of the Company's latest audited net assets; and to consider and approve external investments, major asset purchases or sales, external guarantees, or other major asset disposals where the amount involved in a single transaction or in aggregate over a 12-month period exceeds 5% (exclusive) but does not exceed 25% (inclusive) of the Company's latest audited net assets;

(13) To formulate proposals for the amendment of these Articles of Association;

(14) To manage matters relating to the Company's information disclosure;

(15) To propose to the general meeting of shareholders the appointment or replacement of the accounting firm that audits the Company;

(16) To hear the work reports of the Company's Manager and to inspect the Manager's work;

(17) To decide on all other matters in the Company's operations other than those that are required by law and these Articles of Association to be considered and decided by the general meeting of shareholders or the Manager. The Board may delegate certain daily operational matters within its scope of authority to the Manager for decision-making;

(18) Other powers and functions conferred by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed, or by these Articles of Association or the general meeting of shareholders.

Article 115 Matters that exceed the scope of authority granted by the general meeting of shareholders shall be submitted to the general meeting of shareholders for consideration. The Board shall establish the limits of its authority for matters such as external investments, acquisition or disposal of assets, asset mortgages, external guarantees, entrusted wealth management, connected transactions, and external donations, and shall establish strict review and decision-making procedures. Major investment projects shall be submitted to the general meeting of shareholders for approval.

Article 116 The Company's Board shall establish an Audit Committee (i.e., the Audit and Review Committee), a Remuneration Committee, and a Nomination Committee, and may establish other relevant special committees as needed. The special committees shall be responsible to the Board, shall perform their duties in accordance with these Articles of Association and the authority granted by the Board, and their proposals shall be submitted to the Board for consideration and decision. All members of each special committee shall be directors. The specific composition and qualification requirements shall be in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

The Board shall be responsible for formulating the rules of procedure and working regulations for each special committee to regulate their operations.

Article 117 The Company's Board shall make an explanation to the general meeting of shareholders regarding any non-standard audit opinion issued by the certified public accountants on the Company's financial reports.

Article 118 The Board shall formulate the rules of procedure for the Board to ensure that the Board implements the resolutions of the general meeting of shareholders, improves work efficiency, and ensures scientific decision-making.

The rules of procedure for the Board shall be an appendix to the Company's Articles of Association, drafted by the Board and approved by the general meeting of shareholders.

Article 119 The Board shall have one Chairman. The Chairman shall be elected by more than half of all directors.

Article 120 The Chairman shall exercise the following powers and functions:

(1) To preside over the general meetings of shareholders and to convene and preside over meetings of the Board;

(2) To sign important documents of the Board;

(3) Other powers and functions conferred by the Board, or by laws, administrative regulations, or the regulatory rules of the place where the Company's shares are listed.

Article 121 If the Chairman is unable to perform or does not perform his or her duties, a director jointly designated by more than half of the directors shall perform the duties.

Article 122 Meetings of the Board are divided into regular meetings and extraordinary meetings.

The Board shall hold at least four regular meetings each year, approximately once every quarter, which shall be convened by the Chairman or a person authorized by the Chairman. A written notice shall be given to all directors and supervisors fourteen days before the date of the meeting.

Article 123 Shareholders representing one-tenth or more of the voting rights, one-third or more of the directors, or the Supervisory Committee may propose to convene an extraordinary meeting of the Board. The Chairman shall, within ten days of receiving the proposal, convene and preside over the meeting of the Board.

Article 124 When the Board convenes an extraordinary meeting, it shall notify all directors and supervisors five days before the meeting by personal delivery, fax, mail, or e-mail. In case of an emergency where an extraordinary board meeting needs to be convened as soon as possible, the notice of the meeting may be given at any time by telephone or other oral means, but the convener shall provide an explanation at the meeting.

Article 125 The notice of a meeting of the Board shall include the following:

(1) The date and place of the meeting;

(2) The duration of the meeting;

(3) The cause and agenda of the meeting;

(4) The date on which the notice is issued.

Article 126 A meeting of the Board shall be held only if more than half of the directors are present. A resolution of the Board shall be passed by a majority vote of all directors.

Voting on resolutions of the Board shall be on the basis of one vote per person.

Article 127 Resolutions of the Board shall be voted upon by a signed ballot, with each director having one vote. Provided that directors are given a full opportunity to express their opinions, meetings of the Board may be held and resolutions may be passed by means of communication, and such resolutions shall be signed by the participating directors.

Article 128 If a director (as defined in the Hong Kong Listing Rules) has a connected (related) relationship with or a material interest in the enterprise involved in a matter to be resolved at a meeting of the Board, such director shall promptly report this to the Board in writing. Such a director shall not exercise voting rights on the said resolution, nor shall he or she act as a proxy for another director to exercise voting rights, and shall not be counted in the quorum for the meeting. The board meeting may be held if it is attended by a majority of the directors who have no connected (related) relationship or material interest. A resolution passed at the board meeting must be approved by a majority of the directors who have no connected (related) relationship or material interest. If the number of directors with no connected (related) relationship or material interest attending the board meeting is less than three, the matter shall be submitted to the general meeting of shareholders for consideration.

Article 129 Meetings of the Board shall be attended by the directors in person. If a director is unable to attend for any reason, he or she may entrust another director in writing (including by fax or e-mail) to attend on his or her behalf. The instrument of proxy shall state the name of the agent, the matters to be delegated, the scope of authority, and the period of validity, and shall be signed or sealed by the principal. If the matters to be delegated and the scope of authority are not specified, the agent shall be deemed to be able to make decisions at his or her own discretion. A director attending a meeting on behalf of another shall exercise the rights of a director within the scope of the authority granted. A director who neither attends a board meeting nor entrusts a representative to attend shall be deemed to have waived his or her voting rights at that meeting.

Article 130 The Board shall keep minutes of the decisions on matters discussed at its meetings, and the directors present at the meeting shall sign the minutes. The minutes of the meetings of the Board shall be kept by the secretary to the Board as part of the Company's archives. The retention period for the minutes of the meetings of the Board shall be ten years.

Article 131 The minutes of a meeting of the Board shall include the following:

(1) The date, place, and name of the convener of the meeting;

(2) The names of the directors present and the names of the directors (proxies) entrusted by others to attend the meeting of the Board;

(3) The agenda of the meeting;

(4) The main points of the speeches made by the directors;

(5) The method of voting and the result of the vote on each resolution (the voting result shall state the number of votes for, against, or abstained).

CHAPTER VI MANAGER AND OTHER SENIOR MANAGEMENT PERSONNEL

Article 132 The Company shall have one Manager (or General Manager, President, Chief Executive Officer, or a similar position), who shall be appointed or dismissed by the Board.

The Company's Manager, Chief Financial Officer, and secretary to the Board are senior management personnel of the Company.

Article 133 The circumstances stipulated in Article 97 of these Articles of Association regarding the disqualification from serving as a director shall also apply to senior management personnel.

The provisions of Articles 99 to 104 of these Articles of Association regarding the duties of loyalty and diligence of directors shall also apply to senior management personnel.

Article 134 Persons holding administrative positions other than director or supervisor at the Company's controlling shareholder or de facto controller shall not serve as senior management personnel of the Company.

Article 135 The Manager shall have a term of office of three years and shall be eligible for re-appointment to serve consecutive terms.

Article 136 The Manager shall be responsible to the Board and shall exercise the following powers and functions:

(1) To preside over the production, operation, and management of the Company, to organize the implementation of resolutions of the Board, and to report on his or her work to the Board;

(2) To organize the implementation of the Company's annual business plans and investment schemes;

(3) To draft proposals for the establishment of the Company's internal management structure;

(4) To draft the Company's basic management system;

(5) To formulate the Company's specific rules and regulations;

(6) To propose to the Board the appointment or dismissal of the Company's Chief Financial Officer and other senior management personnel other than the secretary to the Board;

(7) To decide on the appointment or dismissal of management personnel other than those whose appointment or dismissal shall be decided by the Board;

(8) Other powers and functions conferred by these Articles of Association or the Board.

The Manager shall attend meetings of the Board.

Article 137 The Manager shall formulate the Manager's rules of procedure, which shall be implemented after being approved by the Board.

Article 138 The Manager's rules of procedure shall include the following:

(1) The conditions and procedures for convening meetings of the Manager and the participants;

(2) The specific duties and division of labor of the Manager and other senior management personnel;

(3) The authority for the use of the Company's funds and assets, the signing of major contracts, and the reporting system to the Board and the Supervisory Committee;

(4) Other matters deemed necessary by the Board.

Article 139 The Manager and other senior management personnel may resign before the expiration of their term of office.

Article 140 The Company shall have one secretary to the Board, who shall be responsible for the preparation of meetings of the general meeting of shareholders and the Board, the custody of documents, the management of the Company's shareholder information, and the handling of information disclosure matters.

The secretary to the Board shall abide by the relevant provisions of laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

Article 141 If a senior manager, in the performance of their duties for the Company, violates laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed, or the provisions of these Articles of Association and causes losses to the Company, they shall be liable for compensation.

Article 142 Senior management personnel of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If a senior manager of the Company fails to faithfully perform their duties or violates the duty of good faith, thereby causing damage to the interests of the Company and public shareholders, they shall be liable for compensation in accordance with the law.

CHAPTER VII SUPERVISORY COMMITTEE

Section 1 Supervisors

Article 143 The provisions of Article 97 of these Articles of Association regarding ineligibility for the office of director shall apply equally to supervisors.

Directors, the Manager, and other senior management personnel shall not concurrently hold the office of supervisor.

Article 144 Supervisors shall comply with all applicable laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, and these Articles of Association. Supervisors owe the Company a duty of loyalty and a duty of diligence. They shall not use their position to accept bribes or other illicit income, nor shall they embezzle the Company's property.

The provisions of Articles 99 to 104 of these Articles of Association regarding the duties of loyalty and diligence of directors shall apply equally to supervisors.

Article 145 The term of office of a supervisor shall be three years. A supervisor shall be eligible for re-election upon the expiration of his or her term.

Article 146 Should a successor not be elected in a timely manner upon the expiration of a supervisor's term, or should the resignation of a supervisor during his or her term cause the number of members of the Supervisory Committee to fall below the statutory minimum, the incumbent supervisor shall continue to perform the duties of a supervisor in accordance with the provisions of applicable laws, administrative regulations, and these Articles of Association until his or her successor assumes office.

Article 147 Supervisors shall ensure that information disclosed by the Company is true, accurate, and complete, and shall provide a signed written opinion on the periodic reports.

Article 148 Supervisors may attend meetings of the Board of Directors as non-voting participants and may raise questions or make recommendations concerning matters for resolution by the Board of Directors.

Article 149 A supervisor shall not use his or her connected (related) relationships to harm the interests of the Company. Should any loss be caused to the Company as a result of such actions, the supervisor shall be liable for compensation.

Article 150 A supervisor who, in the performance of his or her duties, violates any applicable laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, or the provisions of these Articles of Association, and thereby causes loss to the Company, shall be liable for compensation.

Section 2 The Supervisory Committee

Article 151 The Company shall establish a Supervisory Committee. The Supervisory Committee shall be composed of three supervisors and shall have one Chairman. The Chairman of the Supervisory Committee shall be elected by a simple majority vote of all supervisors. The Chairman shall convene and preside over meetings of the Supervisory Committee. If the Chairman is unable or fails to perform his or her duties, a supervisor jointly designated by a simple majority of the supervisors shall convene and preside over the meeting.

The Supervisory Committee shall be comprised of shareholder representatives and an appropriate proportion of the Company's employee representatives, of which the proportion of employee representatives shall not be less than one-third. The employee representatives serving on the Supervisory Committee shall be democratically elected by the Company's employees through an employee representative congress, a general employee meeting, or other means.

Article 152 The Supervisory Committee shall exercise the following powers and functions:

(1) To examine the Company's financial affairs;

(2) To supervise the performance of duties by directors and senior management personnel and to propose the removal of any director or senior management personnel who has violated any applicable laws, administrative regulations, these Articles of Association, or resolutions of the general meeting of shareholders;

(3) To demand rectification from directors and senior management personnel whose actions are detrimental to the interests of the Company;

(4) To propose the convening of an extraordinary general meeting of shareholders and, in the event that the Board of Directors fails to perform its duty to convene and preside over such a meeting as stipulated by the Company Law and these Articles of Association, to convene and preside over the meeting itself;

(5) To submit proposals to the general meeting of shareholders;

(6) To initiate legal proceedings against directors and senior management personnel in accordance with the provisions of Article 189 of the Company Law;

(7) To conduct investigations upon discovering any operational irregularities within the Company; where necessary, it may engage professional firms, such as accounting or law firms, to assist in its work, the costs of which shall be borne by the Company;

(8) Any other powers and functions conferred by applicable laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed, these Articles of Association, or the general meeting of shareholders.

All necessary expenses incurred by the Supervisory Committee in the exercise of its powers and functions shall be borne by the Company.

Article 153 The Supervisory Committee shall convene a meeting at least once every six months. Any supervisor may propose the convening of an extraordinary meeting of the Supervisory Committee.

Article 154 A resolution of the Supervisory Committee shall be adopted upon the affirmative vote of a simple majority of all supervisors.

Article 155 The Supervisory Committee shall prepare written minutes of its meetings, which shall be signed by the supervisors in attendance. Any supervisor has the right to request that a notation be included in the minutes reflecting any statement he or she made during the meeting. The minutes of Supervisory Committee meetings shall be preserved as part of the Company's official records for a retention period of ten years.

Article 156 A notice convening a meeting of the Supervisory Committee shall specify the following:

(1) The date, location, and scheduled duration of the meeting;

(2) The purpose of and agenda for the meeting;

(3) The date of issuance of the notice.

CHAPTER VIII LEGAL REPRESENTATIVE

Article 157 The Company's legal representative shall be a director or the Manager who represents the Company in the execution of its affairs, and the legal representative shall be elected by more than half of all directors.

Article 158 If the director or manager serving as the legal representative resigns, they shall be deemed to have simultaneously resigned as the legal representative. Within thirty days from the date of resignation of the director or manager serving as the legal representative, the Company shall convene a meeting of the Board to appoint a new legal representative in accordance with the provisions of these Articles of Association.

Article 159 When the Company engages in the disposal of major assets, including but not limited to guarantees, sales, or loans, and issues legally binding unilateral commitments or signs contracts, in addition to the signature of the legal representative, such actions must also be affixed with the Company's official seal to be effective. Any of the aforementioned actions that has not been affixed with the Company's official seal shall not be binding upon the Company.

Article 160 If the legal representative causes losses to the interests of the Company and other shareholders by acting beyond the scope of their authority, the legal representative shall be liable for compensation.

Article 161 If the legal representative causes harm to others in the performance of their duties, the Company shall bear civil liability. After the Company has borne civil liability, it may, in accordance with the law or the Company's Articles of Association, seek recourse from the legal representative at fault.

CHAPTER IX FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION, AND AUDIT

Section 1 Financial and Accounting System

Article 162 The Company shall formulate its financial and accounting system in accordance with laws, administrative regulations, and the regulations of relevant state departments. Where the Hong Kong Listing Rules or the securities regulatory authorities of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

Article 163 The Company shall prepare financial reports such as interim reports and annual reports in accordance with the provisions of relevant laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed.

The Company shall disclose its annual report within four months from the end of each fiscal year and its interim report within two months from the end of the first half of each fiscal year. The Company shall submit, disclose, and/or present to shareholders its annual report, interim report, preliminary results announcement, and other documents in accordance with the securities regulatory rules of the place where the Company's shares are listed.

Article 164 The Company's fiscal year shall be the Gregorian calendar year, from January 1 to December 31 of each year.

Article 165 The Company shall not keep any other set of accounting books in addition to the statutory accounting books. The Company's funds shall not be deposited in any account opened in the name of any individual.

Article 166 When distributing the after-tax profits of the current year, the Company shall allocate ten percent of the profits to the Company's statutory reserve fund. If the accumulated amount of the Company's statutory reserve fund is more than fifty percent of the Company's registered capital, no further allocation shall be required.

If the Company's statutory reserve fund is not sufficient to make up for the losses of previous years, the profits of the current year shall be used to make up for the losses before the allocation to the statutory reserve fund is made in accordance with the preceding paragraph.

After the allocation to the statutory reserve fund, whether to allocate to a discretionary reserve fund shall be decided by a resolution of the general meeting of shareholders. The Company shall not distribute profits to shareholders before making up for the Company's losses and allocating to the statutory reserve fund.

The after-tax profits remaining after the Company has made up for its losses and allocated to its reserve funds shall be distributed to the shareholders in proportion to their shareholdings, unless otherwise stipulated in these Articles of Association.

If the general meeting of shareholders, in violation of the preceding paragraph, distributes profits to shareholders before the Company has made up for its losses and allocated to the statutory reserve fund, the shareholders must return the profits distributed in violation of the regulations to the Company; if losses are caused to the Company, the shareholders and the directors, supervisors, and senior management personnel who are responsible shall be liable for compensation.

Shares of the Company held by the Company shall not participate in the distribution of profits.

Article 167 The premium received from the issuance of shares at a price exceeding the par value of the shares, the amount of proceeds from the issuance of no-par-value shares that is not credited to the registered capital, and other income that the finance department of the State Council stipulates shall be included in the capital reserve fund, shall be credited to the Company's capital reserve fund.

Article 168 The Company's reserve funds shall be used to make up for the Company's losses, expand the Company's production and operations, or be converted into an increase in the Company's registered capital.

When using the reserve funds to make up for the Company's losses, the discretionary reserve fund and the statutory reserve fund shall be used first; if they are still insufficient to cover the losses, the capital reserve fund may be used in accordance with regulations.

When the statutory reserve fund is converted into an increase in registered capital, the amount of such reserve fund remaining shall not be less than twenty-five percent of the Company's registered capital before the increase.

Article 169 After the general meeting of shareholders has passed a resolution on the profit distribution plan, the Board of the Company must complete the distribution of dividends (or shares) within two months after the general meeting is held.

Article 170 The Company may distribute dividends in the form of cash, shares, or a combination of cash and shares.

The profit distribution policy of the Company is as follows: The Board shall make recommendations on the profit distribution policy for the current year in the annual profit distribution plan submitted to the general meeting of shareholders for consideration and shall state the corresponding reasons. When the Company's financial condition and operations permit, cash distribution shall be made to the extent possible; the profit distribution shall not exceed the scope of cumulative distributable profits.

Section 2 Internal Audit

Article 171 The Company shall implement an internal audit system, be equipped with full-time audit personnel, and conduct internal audit supervision over the Company's financial revenue and expenditure and economic activities.

Article 172 The Company's internal audit system and the duties of the audit personnel shall be implemented after approval by the Board. The head of audit shall be responsible to and report to the Board.

Section 3 Appointment of Accounting Firm

Article 173 The Company shall engage an accounting firm that meets the requirements of the Securities Law, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed to conduct business such as auditing of financial statements, verification of net assets, and other related consulting services. The term of appointment shall be one year, and the firm may be re-appointed.

Article 174 The appointment of an accounting firm by the Company shall be decided by the general meeting of shareholders. The Board shall not appoint an accounting firm before a decision is made by the general meeting of shareholders.

Article 175 The Company shall provide the engaged accounting firm with true and complete accounting vouchers, accounting books, financial and accounting reports, and other accounting materials, and shall not refuse, conceal, or make false reports.

Article 176 The audit fees of the accounting firm shall be decided by the general meeting of shareholders, which may authorize the Board to handle the specific arrangements.

Article 177 When the Company dismisses or does not re-appoint an accounting firm, it shall notify the accounting firm thirty days in advance. When the general meeting of shareholders votes on the dismissal of the accounting firm, the accounting firm shall be allowed to make representations.

If the accounting firm proposes to resign, it shall explain to the general meeting of shareholders whether there are any improper circumstances on the part of the Company.

CHAPTER X NOTICES AND ANNOUNCEMENTS

Section 1 Notices

Article 178 Notices of the Company shall be issued in the following forms:

(1) By personal delivery;

(2) By mail;

(3) By e-mail;

(4) By public announcement (including publication on the websites designated by the Company and the stock exchange where the Company's shares are listed);

(5) Other forms recognized by the relevant regulatory authorities of the place where the Company's shares are listed and stipulated in these Articles of Association.

With respect to the method by which the Company provides or sends corporate communications to shareholders as required by the Hong Kong Listing Rules, subject to compliance with the laws, regulations, and listing rules of the place of listing and these Articles of Association, corporate communications may be sent to shareholders through the website designated by the Company and/or the Hong Kong Stock Exchange or by electronic means. The aforementioned corporate communications refer to any documents issued or to be issued by the Company for the reference or action of shareholders or other persons as required by the Hong Kong Listing Rules, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports and notices of interim reports), reports of the Board (together with balance sheets and profit and loss statements), notices of meetings, listing documents, circulars, and other communication documents. When exercising the power stipulated in these Articles of Association to issue a notice by way of public announcement, such announcement shall be published in accordance with the method prescribed by the Hong Kong Listing Rules.

Article 179 A notice issued by the Company by way of public announcement shall be deemed to have been received by all relevant persons once it is announced.

Article 180 The notice of a general meeting of shareholders of the Company shall be issued by personal delivery, mail, e-mail, or public announcement.

Article 181 The notice of a meeting of the Board of the Company shall be issued by personal delivery, mail, e-mail, or public announcement.

Article 182 The notice of a meeting of the Supervisory Committee of the Company shall be issued by personal delivery, mail, e-mail, or public announcement.

Article 183 If a notice of the Company is sent by personal delivery, the date of delivery shall be the date on which the recipient signs (or seals) the delivery receipt; if a notice of the Company is sent by mail, the date of delivery shall be the third working day from the date it is handed over to the post office; if a notice of the Company is sent by e-mail, the date of delivery shall be the time it enters the specified system; if a notice of the Company is sent by public announcement, the date of delivery shall be the date on which the first announcement is published.

Article 184 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting or any resolution passed thereat.

Section 2 Announcements

Article 185 The Company shall use the media/websites recognized by the stock exchange where the Company's shares are listed as the media for Company announcements and other information requiring disclosure. The Board shall have the right to decide on and adjust the designated media for information disclosure, but shall ensure that the relevant information disclosure media comply with the requirements of relevant laws, regulations, and the listing rules of the place where the Company's shares are listed.

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

Section 1 Merger, Division, Capital Increase, and Capital Reduction

Article 186 A merger of the Company may take the form of an absorption merger or a consolidation merger.

An absorption merger is one in which one company absorbs another company or companies, and the absorbed company or companies are dissolved. A consolidation merger is one in which two or more companies merge to form a new company, and all merging parties are dissolved.

Article 187 In the event of a merger of the Company, the merging parties shall sign a merger agreement and prepare a balance sheet and a list of assets. The Company shall notify its creditors within ten days from the date of the merger resolution and make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days. Creditors may, within thirty days from the date of receiving the notice, or within forty-five days from the date of the public announcement if they have not received the notice, demand that the Company repay its debts or provide a corresponding guarantee.

Article 188 In the event of a merger of the Company, the creditors' rights and debts of the merging parties shall be succeeded by the surviving company after the merger or the newly established company.

Article 189 In the event of a division of the Company, its assets shall be divided accordingly. In the event of a division of the Company, a balance sheet and a list of assets shall be prepared. The Company shall notify its creditors within ten days from the date of the division resolution and make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days.

Article 190 The debts of the Company before the division shall be borne jointly and severally by the companies after the division. However, this shall not apply where the Company and its creditors have reached a written agreement on the settlement of debts before the division.

Article 191 When the Company needs to reduce its registered capital, it must prepare a balance sheet and a list of assets.

The Company shall notify its creditors within ten days from the date of the resolution to reduce its registered capital and make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days. Creditors may, within thirty days from the date of receiving the notice, or within forty-five days from the date of the public announcement if they have not received the notice, demand that the Company repay its debts or provide a corresponding guarantee.

The registered capital of the Company after the reduction shall not be less than the statutory minimum.

By a special resolution of the general meeting of shareholders, the Company may reduce its registered capital not in proportion to the shareholdings of the shareholders.

If the Company still has losses after making up for its losses in accordance with the provisions of the second paragraph of Article 168 of these Articles of Association, it may reduce its registered capital to make up for the losses. When reducing the registered capital to make up for losses, the Company shall not make distributions to shareholders, nor shall it exempt shareholders from their obligation to pay contributions or share subscriptions.

Where the registered capital is reduced in accordance with the preceding paragraph, the provisions of the second paragraph shall not apply, but a public announcement shall be made in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days from the date of the resolution of the general meeting of shareholders to reduce the registered capital.

Section 2 Dissolution and Liquidation

Article 192 The Company shall be dissolved for any of the following reasons:

(1) The occurrence of a cause for dissolution as stipulated in these Articles of Association;

(2) A resolution for dissolution is passed by the general meeting of shareholders;

(3) Dissolution is required due to a merger or division of the Company;

(4) The Company's business license is revoked, it is ordered to close down, or its registration is cancelled in accordance with the law;

(5) The Company encounters serious difficulties in its operation and management, the continued existence of which would cause substantial losses to the interests of shareholders, and such difficulties cannot be resolved through other means, shareholders holding 10% or more of the voting rights of the Company may petition the People's Court to dissolve the Company.

If a cause for dissolution as stipulated in the preceding paragraph occurs, the Company shall publicize the cause for dissolution through the National Enterprise Credit Information Publicity System within ten days.

Article 193 If the Company falls under the circumstances stipulated in items (1) and (2) of Article 192 of these Articles of Association and has not yet distributed its property to the shareholders, it may continue to exist by amending these Articles of Association or by a resolution of the general meeting of shareholders.

The amendment of these Articles of Association or the passing of a resolution by the general meeting of shareholders in accordance with the preceding paragraph must be approved by more than two-thirds of the voting rights held by the shareholders present at the general meeting of shareholders.

Article 194 If the Company is dissolved in accordance with the provisions of items (1), (2), (4), and (5) of Article 192 of these Articles of Association, a liquidation group shall be formed within fifteen days from the date of the occurrence of the cause for dissolution to carry out the liquidation.

The directors are the parties responsible for the liquidation of the Company. The liquidation group shall be composed of the directors, unless the general meeting of shareholders resolves to elect other persons.

If the parties responsible for the liquidation fail to perform their liquidation obligations in a timely manner and cause losses to the Company or its creditors, they shall be liable for compensation.

If a liquidation group is not formed to carry out the liquidation within the time limit, or if a liquidation group is formed but does not carry out the liquidation, an interested party may apply to the People's Court to appoint relevant persons to form a liquidation group to carry out the liquidation.

If the Company is dissolved in accordance with the provisions of item (4) of Article 192 of these Articles of Association, the department that made the decision to revoke the business license, order the closure, or cancel the registration, or the company registration authority, may apply to the People's Court to appoint relevant persons to form a liquidation group to carry out the liquidation.

Article 195 The liquidation group shall exercise the following powers and functions during the liquidation period:

(1) To sort out the Company's property and prepare a balance sheet and a list of assets, respectively;

(2) To notify and make public announcements to creditors;

(3) To handle the Company's unfinished business related to the liquidation;

(4) To pay off the taxes owed and the taxes incurred during the liquidation process;

(5) To settle creditors' rights and debts;

(6) To distribute the remaining property of the Company after the settlement of its debts;

(7) To represent the Company in civil proceedings.

Article 196 The liquidation group shall notify the creditors within ten days of its establishment and make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System within sixty days. Creditors shall declare their claims to the liquidation group within thirty days from the date of receiving the notice, or within forty-five days from the date of the public announcement if they have not received the notice.

When declaring their claims, creditors shall state the relevant matters concerning the claims and provide supporting materials. The liquidation group shall register the claims.

During the period for declaring claims, the liquidation group shall not make any repayments to creditors.

Article 197 After sorting out the Company's property and preparing the balance sheet and the list of assets, the liquidation group shall formulate a liquidation plan and submit it to the general meeting of shareholders or the People's Court for confirmation.

Article 198 The property of the Company shall be used for repayment in the following order of priority:

(1) Payment of liquidation expenses;

(2) Payment of wages, social insurance premiums, and statutory compensation for employees of the Company;

(3) Payment of taxes owed;

(4) Repayment of the Company's debts;

(5) Distribution to shareholders in proportion to their respective shareholdings.

During the liquidation period, the Company shall continue to exist but shall not engage in any business activities unrelated to the liquidation. The property of the Company shall not be distributed to the shareholders before it has been used for repayment in accordance with the provisions of the preceding paragraph.

Article 199 If, after sorting out the Company's property and preparing the balance sheet and the list of assets, the liquidation group discovers that the Company's property is insufficient to repay its debts, it shall apply to the People's Court for bankruptcy liquidation in accordance with the law.

After the People's Court accepts the bankruptcy application, the liquidation group shall hand over the liquidation affairs to the bankruptcy administrator appointed by the People's Court.

Article 200 Upon completion of the liquidation, the liquidation group shall prepare a liquidation report and submit it to the general meeting of shareholders or the People's Court for confirmation. The liquidation group shall, after the liquidation report has been confirmed by the general meeting of shareholders or the relevant competent authority, apply to the company registration authority to de-register the Company in accordance with the law and announce the termination of the Company.

Article 201 Members of the liquidation group shall have a duty of loyalty and a duty of diligence in performing their liquidation duties.

If a member of the liquidation group is negligent in performing their liquidation duties and causes losses to the Company, they shall be liable for compensation; if they cause losses to the Company or its creditors intentionally or through gross negligence, they shall be liable for compensation.

Article 202 If the Company is declared bankrupt in accordance with the law, bankruptcy liquidation shall be carried out in accordance with the laws concerning enterprise bankruptcy.

CHAPTER XII AMENDMENT OF THE ARTICLES OF ASSOCIATION

Article 203 The Company shall amend its Articles of Association in any of the following circumstances:

(1) After the Company Law or relevant laws, administrative regulations, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed are amended, the matters stipulated in the Articles of Association conflict with the provisions of the amended laws, administrative regulations, and rules;

(2) The circumstances of the Company have changed and are inconsistent with the matters recorded in the Articles of Association;

(3) The general meeting of shareholders resolves to amend the Articles of Association.

Article 204 If amendments to the Articles of Association approved by a resolution of the general meeting of shareholders require the approval of the competent authority, they shall be submitted to the competent authority for approval; if they involve matters of company registration, the change of registration shall be handled in accordance with the law.

Article 205 The Board shall amend these Articles of Association in accordance with the resolution of the general meeting of shareholders on the amendment and the approval of the relevant competent authorities.

Article 206 Amendments to the Articles of Association that constitute information required to be disclosed by laws, regulations, or the securities regulatory rules of the place where the Company's shares are listed, shall be announced as prescribed.

CHAPTER XIII SUPPLEMENTARY PROVISIONS

Article 207 Definitions

(1) "Controlling Shareholder" means a shareholder who holds more than fifty percent of the total share capital of the Company; or a shareholder whose proportion of shares held is less than fifty percent but whose voting rights by virtue of the shares held are sufficient to have a significant impact on the resolutions of the general meeting of shareholders, or a controlling shareholder as defined in the Hong Kong Listing Rules.

(2) "De Facto Controller" means a person who is able to actually control the actions of the Company through an investment relationship, agreement, or other arrangements.

(3) "Connected (Related) Transaction" means a "connected transaction" as defined in the Hong Kong Listing Rules. "Connected (Related) Relationship" means the relationship between the Company's controlling shareholder, de facto controller, directors, supervisors, senior management personnel and the enterprises directly or indirectly controlled by them, as well as other relationships that may lead to a transfer of the Company's interests. However, state-controlled enterprises shall not be deemed to have a connected (related) relationship merely because they are both under state control. The term also refers to the relationship with a "connected person" as defined in the Hong Kong Listing Rules.

(4) "Independent Director" means an "independent non-executive director" as defined in the Hong Kong Listing Rules.

(5) "Accounting Firm" means an "auditor" as defined in the Hong Kong Listing Rules.

Article 208 The Board may, in accordance with the provisions of the Articles of Association, formulate by-laws under these Articles of Association. The by-laws shall not be in conflict with the provisions of these Articles of Association.

Article 209 These Articles of Association are written in Chinese. In the event of any discrepancy between these Articles of Association and any other language version or different version of the Articles of Association, the Chinese version last approved by and registered with the competent authority for market regulation at the place where the Company is registered shall prevail.

Article 210 In these Articles of Association, the terms "above", "within", and "below" are inclusive of the stated number; the terms "beyond", "less than", "more than", and "over" are exclusive of the stated number.

Article 211 The Board shall be responsible for the interpretation of these Articles of Association.

Article 212 The provisions of laws, regulations, rules, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed shall prevail in the event of any inconsistency between these Articles of Association and such provisions thereof.

Article 213 The appendices to these Articles of Association include the Rules of Procedure for the General Meeting of Shareholders, the Rules of Procedure for the Board, and the Rules of Procedure for the Supervisory Committee.

Article 214 These Articles of Association have been adopted by a special resolution of the Company's general meeting of shareholders and shall become effective and be implemented from the date on which the overseas-listed foreign-invested shares (H shares) issued by the Company are listed and traded on the Hong Kong Stock Exchange. From the effective date of these Articles of Association, the original Articles of Association and their amendments previously registered and filed with the competent authority for market regulation shall automatically become null and void.

Article 215 Matters not covered in these Articles of Association shall be handled in accordance with the relevant provisions of laws, administrative regulations, and the securities regulatory authorities of the place where the Company's shares are listed, taking into account the actual circumstances of the Company. The provisions of laws, administrative regulations, relevant provisions in force from time to time or rules of relevant securities registration and clearing institutions, other relevant normative documents, and the listing rules of the stock exchange where the Company's shares are listed shall prevail in the event of any conflict between these Articles of Association and such provisions thereof.