ARTICLES OF ASSOCIATION
OF
NANJING SINOLIFE UNITED COMPANY LIMITED

As amended by the special resolutions passed at the 2026 first extraordinary general meeting held on and become effective on the same date

(These Articles of Association are written in both Chinese and English, and the English version is only an English translation of the Chinese version. In case of inconsistency, the Chinese version shall prevail.)

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CHAPTER 1 GENERAL

Article 1 These Articles of Association are drawn up in accordance with the "Company Law of the People's Republic of China" (the "Company Law"), the "Securities Law of the People's Republic of China" (the "Securities Law"), the "Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises" (the "Trial Measures for Administration"), "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 published by The Stock Exchange of Hong Kong Limited from time to time in relation to the Hong Kong Listing Rules) and other laws and regulations, as well as with reference to the "Guidelines for the Articles of Association of Listed Companies (2025 Revision)" (the "Guidelines for the Articles of Association of Listed Companies"), in order to maintain the legitimate interests of Nanjing Sinolife United Company Limited (the "Company") and its shareholders, employees and creditors, and to regulate the organization and conducts of the Company.

Article 2 The Company is a joint stock limited liability company established in accordance with the Company Law and other relevant laws, regulations and regulatory documents.

The Company is a joint stock limited liability company which was converted from the former 南京中科生物研究所有限公司. The Company was established by way of promotion, and was registered with and has obtained a business license from Nanjing Market Supervision and Administration Bureau. The Company's unified social credit code is 913201007162024685.

Article 3 As approved by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") and The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange"), the Company made an initial public offering of 227,058,000 overseas listed foreign shares (H shares) (of which 23,258,000 shares were issued upon the exercise of the over-allotment option) and was listed on the Hong Kong Stock Exchange on 15 January 2014.

Article 4 The registered name of the Company:

In Chinese: 南京中生聯合股份有限公司

In English: NANJING SINOLIFE UNITED COMPANY LIMITED

Article 5 The address of the Company: 4/F, Building 3, 3 Qingma Road, Qixia District, Nanjing
Zip: 210049
Tel: (86) 25-86819188
Fax: (86) 25-86819168

Article 6 The registered capital of the Company is RMB94,629,837.

Article 7 The Company's legal representative is the general manager of the Company. If a general manager serving as the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time. Upon resignation of the legal representative, the Company shall determine a new legal representative within 30 days from the date of the resignation.

Article 8 The legal consequences of civil activities performed by the legal representative in the name of the Company shall be borne by the Company. The limitation on the functions and powers of the legal representative in these Articles of Association or by the shareholders' general meeting shall not be asserted against a bona fide counterpart. Where the legal representative causes damage to any other person in the performance of his/her duties, the Company shall bear civil liability for such damage. The Company may, after bearing such civil liability, seek indemnification from the legal representative at fault in accordance with laws or these Articles of Association.

Article 9 The Company is a joint stock limited liability company which has perpetual existence.

Article 10 Shareholders shall be liable to the Company to the extent of the shares they subscribe for, and the Company shall be liable for the debts of the Company to the extent of all its properties.

Article 11 From the date on which these Articles of Association come into effect, they shall constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations as between the Company and its shareholders and among the shareholders, and shall be legally binding on the Company, its shareholders, directors and senior management personnel. Pursuant to these Articles of Association, shareholders may sue shareholders, shareholders may sue directors and senior management personnel of the Company, shareholders may sue the Company, and the Company may sue shareholders, directors and senior management personnel.

Article 12 Senior management personnel referred to in these Articles of Association refer to the general manager, the deputy general manager, the secretary to the board of directors and the chief financial officer of the Company.

Article 13 Pursuant to the requirements of the Constitution of the Communist Party of China, the Company shall establish an organization of the Communist Party of China, and carry out the activities of the Party. The Company shall provide necessary support to facilitate the activities of the Party.

CHAPTER 2 THE COMPANY'S OBJECTIVES AND SCOPE OF BUSINESS

Article 14 In terms of corporate mission, the Company is committed to operating with integrity and innovating while staying true to its principles. Guided by scientific nutritional principles, we are deeply committed to the health and wellness sector, continuously providing the public with safe, high-quality health products and professional services to help improve public health literacy. Adhering to a customer-centric approach and fostering mutual growth among employees, we actively fulfill our social responsibilities, pursues steady and sustainable development, and strive to build a trusted enterprise in the health industry.

Article 15 The Company's scope of business shall be as approved by the authorities responsible for the registration of the Company.

The Company's scope of business includes: healthcare food production; food production; dairy products production; production of food for special medical purposes; beverage production; sale of health foods (prepackaged); food sales (prepackaged foods only); sale of infant formula and other infant formula foods; sale of foods for special medical purposes; sale of maternal and infant products; wholesale and retail of daily necessities; wholesale of pet food and supplies; retail of pet food and supplies; pet services (excluding veterinary services); wholesale and retail of cosmetics; retail of household chemical products; import and export of technology and goods; health consultation services (excluding medical diagnosis and treatment services); retail of class I medical devices; retail and wholesale of edible agricultural products; brand management; enterprise management consulting; marketing planning; corporate image planning; information consulting services (exclusive of licensed information consulting services); graphic design and production; advertising design and agency; advertising production; advertisement publication; graphic design; commercial agency services; sales agent; import and export agent; food internet sales (sales of pre-packaged food only); internet sales (except for selling products that require permission); supply chain management services; business management; general cargo warehousing services (excluding hazardous chemicals and other items requiring permits or approvals); technical services, technical development, technical consulting, technical exchange, technology transfer, and technology promotion. (Business activities with respect to items requiring approval in accordance with law shall only commence after approval by the relevant authorities.)

CHAPTER 3 SHARES

SECTION 1 ISSUANCE OF SHARES

Article 16 The shares issued by the Company are expressed in Renminbi with a nominal value of Renminbi 0.1 yuan.

"Renminbi" as mentioned above means the legal currency of the People's Republic of China.

Article 17 Shares of the Company are in the form of registered share certificates.

Matters that should be stated on the Company's share certificates shall include, in addition to those stipulated in the Company Law, other matters required to be stated by the stock exchange on which the shares of the Company are listed. The issue of shares by the Company shall adhere to the principle of openness, equality and fairness. Shares of the same class shall have the same rights.

Shares issued at the same time shall be equal in price and shall be subject to the same conditions. The price paid by the subscriber for each share shall be the same.

Article 18 Overseas listed shares of the Company listed on the Hong Kong Stock Exchange are referred to as H shares. Shares issued by the Company but not listed on domestic and foreign stock exchanges are referred to as non-listed shares. After the Company's overseas issuance and listing, shareholders holding the Company's non-listed shares may convert their non-listed shares into overseas listed shares and list and trade on overseas stock exchanges as permitted by relevant laws, administrative regulations and departmental rules. The listing and trading of the above shares on overseas stock exchanges shall also comply with the regulatory procedures, regulations and requirements of domestic and overseas stock exchanges. The conversion of the above non-listed shares into overseas listed shares for listing and trading on overseas stock exchanges does not require the convening of a general meeting for voting.

Among the shares issued by the Company, non-listed shares shall be registered and deposited in a domestic stock exchange registration and clearing institution, and the registration and clearing arrangements for overseas listed shares shall be subject to the regulations of the place where the shares of the Company are listed.

Article 19 The Company issued 55,000,000 shares at a par value of RMB1 each to its promoters upon its establishment. Such shares were acquired and held by the promoters.

Upon the establishment of the Company, the name of the promoters, their number of shares held, equity interest, method of investment and date of investment were as follows:

No.	Name of promoter	Number of shares held ('0000 shares)	Equity interest (%)	Method of investment	Date of investment
1	Gui Pinghu	4,766.85	86.67	personal assets	8 October 2012
2	Wu Yanmei	529.65	9.63	personal assets	8 October 2012
3	Nanjing Zhongyan Investment Limited Partnership	203.50	3.70	personal assets	8 October 2012
Total	—	5,500	100	—	—

Article 20 The total share of the Company: there are 946,298,370 ordinary shares, all of which are H shares.

Article 21 The Company or its subsidiaries (including affiliated enterprises of the Company) shall not, by means of a gift, advance, guarantee, borrowing, provide any financial assistance to others for the acquisition of Shares of the Company or its parent company unless it carries out an employee shareholding plan.

For the benefits of the Company, the Company may, upon a resolution by the board of directors, provide financial assistance to others for the acquisition of shares in the Company or its parent company, provided that the total accumulative amount of the financial assistance shall not exceed 10% of the total issued share capital. A resolution by the board of directors shall be adopted by more than two thirds of all the directors.

SECTION 2 INCREASE, DECREASE AND REPURCHASE OF SHARES

Article 22 The Company may, based on its operational and development needs, increase its capital in the following ways in accordance with laws, regulations and the provisions of the securities regulatory rules of the place where the Company's shares are listed, subject to separate resolutions of the shareholders' general meeting:

(1) non-public offering of shares;

(2) public offering of shares;

(3) distribution of bonus shares to existing shareholders;

(4) conversion of capital reserve into share capital;

(5) other methods stipulated by laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed and the CSRC.

Article 23 The Company may reduce its registered capital. In doing so, it shall act according to the Company Law, the Hong Kong Listing Rules, other relevant regulations and these Articles of Association.

Article 24 The Company may not purchase its own shares. However, except in any of the following circumstances:

(1) reducing the registered capital of the Company;

(2) merging with another company that holds shares of the Company;

(3) using shares for employee stock ownership plans or equity incentives;

(4) when requested by any shareholder to purchase his shares because this shareholder objects to any resolution of merger or division made by the Company at shareholders' general meeting;

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

(6) necessary for the Company to safeguard its value and shareholders' rights and interests;

(7) other circumstances under which the Company's shares may be acquired in accordance with laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed.

Article 25 The Company may acquire its shares through public centralized trading or other methods recognized by laws, administrative regulations, the CSRC and the stock exchanges where the shares of the Company are listed, and shall comply with the provisions of applicable laws, administrative regulations, departmental rules and the securities regulatory rules of the places where the shares of the Company are listed.

Where the Company acquires its own shares under the circumstances set out in Article 24(3), (5) and (6) in these Articles of Association, it shall be conducted through public centralized trading.

Article 26 If the Company repurchases its shares due to the circumstances provided in Articles 24(1) to (2), such repurchase shall be approved by the shareholders' resolution at a shareholders' general meeting. Where the Company acquires its own shares due to the circumstances provided in Article 24(3), (5) and (6) of these Articles of Association, it may be resolved at a board meeting attended by more than two-thirds of the directors in accordance with the provisions of these Articles of Association or the authorization of the shareholders' general meeting. If the securities regulatory rules of the place where the shares of the Company are listed have other provisions, such provisions shall be complied with without violating the Company Law, the Securities Law, the Trial Measures for Administration and the Guidelines for the Articles of Association of Listed Companies.

Article 27 After the Company has acquired its shares in accordance with the provisions of Article 24 of these Articles of Association, such shares shall be canceled within ten days from the date of acquisition under the circumstances set out in (1); such shares shall be transferred or canceled within six months under the circumstances set out in (2) and (4); the total number of the Company's shares shall not exceed ten percent of the total issued shares of the Company and shall be transferred or canceled within three years under the circumstances set out in (3), (5) and (6).

SECTION 3 TRANSFER OF SHARES

Article 28 Shares of the Company shall be transferred in accordance with the law.

All transfers of H Shares shall adopt written instruments of transfer in an ordinary or usual form or in any other form acceptable to the board of directors (including the standard transfer format or transfer form prescribed by the Hong Kong Stock Exchange from time to time); and such instruments of transfer may only be executed by hand or under the Company's seal (if the transferor or transferee is a company). If the transferor or the transferee is a recognized clearing house or its agent as defined by the relevant regulations in force from time to time in accordance with the laws of Hong Kong, the instrument of transfer may be signed by hand or in a machine-printed form. All instruments of transfer shall be kept at the legal address of the Company or the address designated by the board of directors from time to time.

Article 29 The Company does not accept its own shares as the subject matter of the pledge.

Article 30 Shares issued by the Company prior to the public offering of shares shall not be transferred within 1 year from the date on which the shares of the Company are listed and traded on a stock exchange.

Directors and senior management personnel of the Company shall report to the Company their shareholdings in the Company and changes thereof, and shall not transfer more than 25% of the total number of the same class of shares of the Company they hold each year during their term of office as determined upon taking office; the shares they hold in the Company shall not be transferred within 1 year from the date on which the shares of the Company are listed and traded. The aforesaid persons shall not transfer their shares in the Company within half a year after leaving their offices.

Article 31 Any shareholder (other than a recognized clearing house or its nominee as defined in the relevant regulations in force from time to time in accordance with the laws of Hong Kong) holding more than 5% of the Company's shares, or any director or senior management personnel who sells the Company's shares or other securities of equity nature within six months after buying, or buys the same within six months after selling, and the gains arising therefrom shall belong to the Company, and the board of directors of the Company shall recover the gains arising therefrom, except for a securities company holding more than 5% of the shares due to the purchase of the remaining shares after underwriting, or in other circumstances as prescribed by the CSRC.

The shares or other securities of equity nature held by directors, senior management personnel and natural person shareholders referred to in the preceding paragraph include the shares or other securities of equity nature held by their spouses, parents and children and held by using the accounts of others.

If the board of directors of the Company fails to implement the provisions of the first paragraph of this Article, the shareholders shall have the right to request the board of directors to do so within 30 days. If the board of directors of the Company fails to do so within the above-mentioned period, the shareholders shall have the right to directly file a lawsuit with the People's Court in their own names for the benefit of the Company.

If the board of directors of the Company does not comply with the provisions of the first paragraph of this Article, the responsible directors shall bear joint and several liabilities in accordance with the law.

CHAPTER 4 SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETING

SECTION 1 GENERAL PROVISIONS ON SHAREHOLDERS

Article 32 The register of shareholders is sufficient evidence to prove that the shareholders hold the Company's shares. A shareholder shall enjoy rights and assume obligations according to the class of shares held. Shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

The Company shall establish a register of shareholders in accordance with the provisions of laws, administrative regulations, departmental rules and the Hong Kong Listing Rules and the vouchers provided by the securities registration authorities, register the following matters, or conduct shareholders' registration in accordance with the provisions of laws, administrative regulations, departmental rules and the Hong Kong Listing Rules:

(1) the name and address (domicile) of each shareholder;

(2) the class (if applicable) and number of shares held by each shareholder;

(3) the amounts paid or payable in respect of shares held by each shareholder;

(4) the serial numbers of the shares held by each shareholder;

(5) the date on which each shareholder was registered as a shareholder;

(6) the date on which any shareholder ceased to be a shareholder.

The transfer and transmission of shares shall be registered in the register of shareholders. Subject to these Articles of Association and other applicable provisions, once the shares of the Company are transferred, the name of the transferee shall be included in the register of shareholders as the holder of such shares. Different parts of the register of shareholders shall not overlap. The transfer of shares registered in a certain part of the register of shareholders shall not be registered elsewhere in the register of shareholders as long as the shares remain registered.

The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authorities of the State Council and overseas securities regulatory authorities, maintain the register of holders of H shares overseas and appoint overseas agent(s) for management.

The Company shall enter into a share custody agreement with the share registrar, regularly enquire about the information of substantial shareholders and the changes in the shareholding of substantial shareholders (including the pledge of equity interests), and keep abreast of the shareholding structure of the Company.

Changes or corrections to each part of the register of shareholders shall be made in accordance with the laws of the place where each part of the register of shareholders is maintained, but the Company may suspend the registration of shareholders in accordance with applicable laws and regulations and the provisions of the securities regulatory rules of the place where the shares of the Company are listed (if necessary). The original register of holders of H shares shall be maintained in Hong Kong and made available for shareholders' inspection. Copies of the register of holders of H shares shall be maintained at the Company's domicile. The appointed overseas agent(s) shall ensure the consistency between the original and the duplicate register of H shareholders at all times. In the event of inconsistency between the original and duplicate of the H share register, the original shall prevail.

Article 33 For any person who is a registered shareholder or who claims to be entitled to have his name entered in the register of shareholders in respect of shares in the Company may, if his share certificate (the "original certificate") relating to the shares is lost, apply to the Company for a replacement share certificate in respect of such shares (the "Relevant Shares"). Application by a shareholder other than H shares, who has lost his share certificate, for a replacement share certificate shall be dealt with in accordance with the relevant requirements of the Company Law or other applicable relevant laws and regulations. Application by a H shareholder, who has lost his share certificate, for a replacement share certificate may be dealt with in accordance with the law of the place where the original register of H shareholders is maintained, the rules of the stock exchange or other relevant regulations.

The issuance of a replacement share certificate to a H shareholder, who has lost his share certificate, shall comply with the following requirements:

(1) The applicant shall submit an application to the Company in a prescribed form accompanied by a notarial certificate or a statutory declaration, of which the contents shall include the grounds upon which the application is made and the circumstances and evidence of loss, and the declaration that no other person is entitled to have his name entered in the register of shareholders in respect of the Relevant Shares.

(2) The Company has not received any declaration made by any person other than the applicant declaring that his name shall be entered in the register of shareholders in respect of such shares before it decides to issue a replacement share certificate to the applicant.

(3) The Company shall, if it intends to issue a replacement share certificate, publish a notice of its intention to do so at least once every 30 days within a period of 90 consecutive days in such newspapers as may be prescribed by the board of directors that complies with the relevant regulations.

(4) The Company shall, prior to publication of its intention to issue a replacement share certificate, deliver to the stock exchange on which its shares are listed, a copy of the notice to be published and may publish the notice upon receipt of confirmation from such stock exchange that the notice has been exhibited in the premises of the stock exchange. Such notice shall be exhibited in the premises of the stock exchange for a period of 90 days.

In the case of an application which is made without the consent of the registered shareholder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the notice to be published.

(5) If, by the expiration of the 90-day period referred to in paragraphs (3) and (4) of this Article, the Company has not received any objection from any person in respect of the issuance of the replacement share certificate, it may issue a replacement share certificate to the applicant pursuant to his application.

(6) Where the Company issues a replacement share certificate pursuant to this Article, it shall forthwith cancel the original share certificate and document the cancellation of the original share certificate and issuance of a replacement share certificate in the register of shareholders accordingly.

(7) All expenses relating to the cancellation of an original share certificate and the issuance of a replacement share certificate shall be borne by the applicant and the Company is entitled to refuse to take any action until reasonable guarantee has been provided by the applicant.

Article 34 When the Company convenes a shareholders' general meeting, distributes dividends, commences liquidation or participates in other activities which require the confirmation of shareholders' identities, the board of directors or the convener of the general meeting shall determine the record date in accordance with the securities regulatory rules of the place where the Company's shares are listed. Shareholders whose names appear on the register of Shareholders at the closing of that date will be the Shareholders with related interests.

Article 35 The shareholders of the Company shall be entitled to the following rights:

(1) to receive dividends and other forms of profit distribution in proportion to the number of Shares held by them;

(2) to request hold, call, convene and attend or appoint proxies to attend shareholders' general meetings, and exercise corresponding rights to speak and vote in accordance with laws (except where voting rights must be waived with respect to certain matters in accordance with the securities regulatory rules of the places where the Company's shares are listed);

(3) to supervise the operation of the Company and to put forward proposals or raise inquiries;

(4) to transfer, donate, or pledge shares held by them in accordance with the provisions of laws, administrative regulations and these Articles of Association;

(5) to inspect and duplicate these Articles of Association, the register of Shareholders (including the H Share register), minutes of shareholders' general meetings, as well as financial and accounting reports disclosed to the public, and the shareholders who meet the requirements could inspect the Company's accounting records and vouchers;

(6) in the event of the termination or liquidation of the Company, to participate in the distribution of the residual property of the Company in proportion to the number of Shares held;

(7) to demand the Company to acquire their shares (for shareholders who disagree with the resolutions adopted at a shareholders' general meeting in relation to the merger or division of the Company);

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

Article 36 Any shareholder requests to inspect or duplicate the relevant materials of the Company shall, in compliance with the provisions of the Company Law, the Securities Law and other applicable laws and administrative regulations, departmental rules as well as the securities regulatory rules of the places where the Company's shares are listed. The relevant information or materials obtained by the shareholder that have not been disclosed to the public must remain confidential. If a shareholder breaches this confidentiality obligation and causes damage to the Company, they shall be liable for compensation.

If a shareholder who holds more than 3% of the Company's Shares individually or collectively for more than 180 consecutive days requests to inspect the Company's accounting books and accounting vouchers, he/she shall submit a written request to the Company stating the purpose. If the Company has a reasonable basis to believe that the shareholder's inspection of accounting books and accounting vouchers has an improper purpose and may harm the legitimate interests of the Company, it may refuse to provide such inspection, and shall reply to the shareholder in writing and explain the reasons within 15 days from the date of the shareholder's written request. If the Company refuses to provide inspection, the shareholder may file a lawsuit with the People's Court.

The shareholder may retain an accounting firm, a law firm, or any other intermediary to inspect the materials specified in the preceding paragraphs.

The shareholder and the accounting firm, law firm, or other intermediary retained by it shall comply with the provisions of laws and administrative regulations on the protection of state secrets, trade secrets, personal privacy, and personal information, among others, when inspecting or reproducing the relevant materials.

If a shareholder requests for inspection or reproduction of the relevant materials of the Company's wholly-owned subsidiary, the preceding four paragraphs of these Articles of Association shall apply.

Where Shareholders request for inspection of the relevant information as described in the preceding paragraphs of these Articles of Association or to obtain information, he/she shall provide a written document to the Company proving the class and number of shares of the Company he holds. Such information shall be provided to the shareholder at his request after the Company verifies the identity of the shareholder.

Article 37 In the event that the particulars of a resolution passed at a shareholders' general meeting or a board meeting are in violation of laws or administrative regulations, the shareholders shall have the right to petition the People's Court to establish such particulars as invalid.

In the event that the procedures for convening a shareholders' general meeting or a board meeting, or the voting methods thereof are in violation of laws, administrative regulations or these Articles of Association, or the particulars of a resolution are in violation hereof, the shareholders shall have the right to petition the People's Court to make revocation within 60 days from the date of the resolution, unless there are only minor defects in the convening procedures or voting methods of the general meeting and the board meetings, which has no substantive impact on the resolutions.

Where the board of directors, shareholders and other relevant parties dispute the validity of a resolution of the general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a revocation of the resolution or other judgement or ruling, the relevant parties shall implement the resolution of the shareholders' general meeting. The Company, the directors and senior management shall effectively perform their duties to ensure the normal operation of the Company.

If the People's Court makes a judgement or ruling on the relevant matters, the Company shall perform its information disclosure obligations in accordance with the laws and administrative regulations, the provisions of the CSRC and the securities regulatory rules of the places where the Company's shares are listed, fully explain the impact, and actively cooperate with the implementation of the judgement or ruling after it has come into effect. Where correction of prior period matters is involved, it will be dealt with in a timely manner and be fulfilled with corresponding information disclosure obligations.

Article 38 Resolutions of a shareholders' general meeting or a board meeting of the Company shall be invalid in any of the following circumstances:

(1) the resolution was not made by a shareholders' general meeting or a board meeting;

(2) the resolution was not voted on at a shareholders' general meeting or a board meeting;

(3) the number of attendees of the meeting or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law and these Articles of Association;

(4) the number of attendees voting in favor of the resolution or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law and these Articles of Association.

Article 39 In the event that a director or a senior management who is not a member of the audit committee violates laws, administrative regulations or these Articles of Association when performing his duties for the Company, thus causing losses to the Company, the shareholders who either alone or jointly having been holding more than 1% of voting shares of the Company for 180 consecutive days or more shall have the right to request in writing that the audit committee bring legal action before the People's Court. In the event that the member of the audit committee violates laws, administrative regulations or these Articles of Association when executing its duties for the Company, thus causing losses to the Company, the aforesaid shareholders may request in writing that the board of directors bring legal action before the People's Court.

In the event that the audit committee or the board of directors refuses to take legal action upon receipt of the request in writing from the shareholders as prescribed in the preceding paragraphs, or does not take legal action within 30 days upon receipt of such a request, or any emergency or failure to take immediate legal action will cause irreparable damage to the interests of the Company, the shareholders prescribed in the preceding paragraphs shall have the right to bring legal action directly before the People's Court in their own names in the interests of the Company.

In the event that some other persons infringe the legitimate rights and interests of the Company, thus causing losses to the Company, the shareholders prescribed in paragraph 1 of this article may bring legal action before the People's Court in accordance with the provisions of the preceding two paragraphs.

If any director, supervisor or senior management of a wholly-owned subsidiary of the Company violates the laws, administrative regulations or the provisions of these Articles of Association in fulfilling his/her duties and incurs losses to the Company, or if others infringe upon the lawful rights and interests of a wholly-owned subsidiary of the Company and cause losses to the Company, the shareholders severally or jointly holding 1% or more shares of the Company for more than 180 consecutive days, may, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, request in writing to the board of supervisors and board of directors of a wholly-owned subsidiary to lodge a legal action in the People's Court or lodge a legal action in the People's Court under his/her own name.

If a wholly-owned subsidiary of the Company does not have a board of supervisors nor any supervisors but has an audit committee, the provisions of Article 1 and Article 2 of this article shall apply.

Article 40 In the event that a director or a senior management of the Company violates laws, administrative regulations or these Articles of Association, thus causing damage to the interests of shareholders, the shareholders may bring legal action before the People's Court.

Article 41 The shareholders of the Company shall have the following obligations:

(1) to observe laws, administrative regulations and these Articles of Association;

(2) to pay the capital contribution as per the shares subscribed and the method of subscription;

(3) shall not withdraw the share capital except as prescribed by the laws and administrative regulations;

(4) shall not abuse his rights as a shareholder to damage the interests of the Company or other shareholders, nor abuse the legal person status of the Company and the limited liability of the shareholders to damage the interests of creditors;

(5) to fulfill other obligations stipulated by the laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed and these Articles of Association.

A shareholder who abuses his shareholder's rights, resulting in losses to the Company and other shareholders should be liable for compensation in accordance with law. Shareholders who abuse the legal person status of the Company and limited liability of shareholders, in order to escape from liability and seriously damaging the interests of creditors, should be jointly and severally held liable to the Company.

SECTION 2 CONTROLLING SHAREHOLDERS AND DE FACTO CONTROLLERS

Article 42 The controlling shareholders and de facto controllers of the Company shall exercise their rights and fulfill their obligations in accordance with laws, administrative regulations, and the provisions of the CSRC and the securities regulatory authority of the place where the Company's shares are listed, and shall safeguard the Company's interests.

Article 43 The controlling shareholders and de facto controllers of the Company shall comply with the following provisions:

(1) exercise shareholder rights in accordance with the law, and refrain from abusing controlling power or utilising related relationships to harm the lawful rights and interests of the Company or other shareholders;

(2) strictly fulfil all public statements and commitments made, and shall not arbitrarily alter or waive them;

(3) strictly perform information disclosure obligations in accordance with relevant regulations, actively cooperate with the Company in information disclosure work, and promptly notify the Company of any significant events that have occurred or are intended to occur;

(4) not to misappropriate the Company's funds in any manner;

(5) not to compel, instruct, or demand that the Company or related personnel provide guarantees in violation of laws or regulations;

(6) not to use undisclosed material information of the Company for personal gain, not disclose any undisclosed material information related to the Company in any manner, and not engage in illegal or non-compliant activities such as insider trading, short-swing trading, or market manipulation;

(7) not to harm the lawful rights and interests of the Company and other shareholders through any means, including but not limited to non-arm's length connected transactions, profit distributions, asset reorganizations, or external investments;

(8) ensure the integrity of the Company's assets, and the independence of its personnel, finances, organizational structure, and business operations, and shall not affect the independence of the Company in any manner;

(9) other provisions stipulated by laws, administrative regulations, the CSRC, the regulatory rules of the place where the Company's shares are listed, and these Articles of Association.

If a controlling shareholder and de facto controller of the Company does not serve as a director of the Company but actually manages the Company's affairs, the provisions of these Articles of Association concerning the fiduciary duties and duties of care of directors shall apply to controlling shareholders and de facto controllers of the Company.

If a controlling shareholder or de facto controller of the Company instructs a director or senior management personnel to engage in conduct that harms the interests of the Company or its shareholders, they shall bear joint and several liability with such director or senior management personnel.

Article 44 If a controlling shareholder or de facto controller pledges the Company's shares held or effectively controlled by them, they shall maintain the stability of the Company's control and production operations.

Article 45 If a controlling shareholder or de facto controller transfers the shares of the Company held by them, they shall comply with the restrictive provisions on share transfer stipulated in laws, administrative regulations, the regulations of the CSRC and the securities regulatory authority of the place where the Company's shares are listed, as well as any commitments they have made regarding restrictions on share transfer.

SECTION 3 GENERAL PROVISIONS ON SHAREHOLDERS' GENERAL MEETINGS

Article 46 The shareholders' general meeting consists of all shareholders and holds the powers of the Company and shall exercise the following functions and powers in accordance with the law.

(1) to appoint and replace directors and to decide on matters relating to the remuneration of directors;

(2) to consider and approve the board of directors' reports;

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

(4) to pass resolutions on the increase or reduction of the Company's registered capital;

(5) to pass resolutions on the issuance of corporate bonds;

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

(7) to amend these Articles of Association;

(8) to pass resolutions on the appointment and dismissal of the accountants that are responsible for corporate audit of the Company;

(9) to consider and approve the guarantees provided under Article 47;

(10) to consider the purchase and sale of major assets with value exceeding 30% of the total assets of the Company as shown in the latest published audited financial statements of the Company within a year (excluding transactions related to day-to-day operations, such as the purchase of raw materials, fuel, and power, and the sale of products or goods);

(11) to consider and approve the change of use of proceeds;

(12) to consider equity incentive plans and employee stock ownership plans;

(13) to decide on other matters required by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed and these Articles of Association to be resolved by the shareholders' general meeting.

Unless otherwise provided by laws, administrative regulations, the CSRC or the securities regulatory authority of the place where the shares of the Company are listed, the functions and powers of the above shareholders' general meeting shall not be exercised by the board of directors or other institutions and individuals through authorization. Except for the above matters, the shareholders' general meeting may authorize or entrust the board of directors and/or its authorized person(s) to the board of directors to handle the matters authorized or entrusted by it, without violating the laws and regulations and the mandatory provisions of the relevant laws, regulations and regulatory rules of the place where the Company's shares are listed.

The shareholders' general meeting may authorise the board of directors to adopt resolutions on the issuance of corporate bonds.

Article 47 The following provisions of guarantees to external parties by the Company are subject to the review and approval of the shareholders' general meeting:

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

(2) any guarantee provided after the total amount of guarantee to external parties provided by the Company has exceeded 30% of the Company's latest audited total assets;

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

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

(5) any guarantee provided to others with an amount exceeding 30% of the Company's latest audited total assets within a year;

(6) the guarantee to be provided in favour of shareholders, beneficial controllers and their related parties;

(7) other guarantees required by relevant laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed or these Articles of Association to be considered and approved by the shareholders' general meeting.

For guarantees within the authority of the board of directors, in addition to the approval of more than half of all directors, the approval of more than two-thirds of the directors present at the board meeting shall be obtained; for guarantees under item (5) of the preceding paragraph, the approval of more than two-thirds of the voting rights held by the shareholders present at the shareholders' general meeting shall be obtained. When the shareholders' general meeting considers the proposal of providing guarantee for shareholders, de facto controllers and their related parties, such shareholders or shareholders controlled by such de facto controllers shall abstain from voting and shall not participate in the voting. The voting shall be passed by more than half of the voting rights held by other shareholders attending the shareholders' general meeting.

If any director, general manager or other senior management personnel violates the laws, administrative regulations or these Articles of Association in respect of the approval authority and consideration procedures for external guarantees, thereby causing losses to the Company, he/she shall be liable for compensation and the Company may initiate litigations against him/her in accordance with the laws.

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

Article 49 The Company shall convene a shareholders' extraordinary general meeting within two months of the occurrence of any one of the following events:

(1) when the number of directors is less than that prescribed by the PRC Company Law or two-thirds of the number prescribed in these Articles of Association;

(2) when the uncovered losses of the Company amount to one-third of its total share capital;

(3) when shareholder(s) individually or collectively holding 10% or more of the shares of the Company request so;

(4) when deemed necessary by the board of directors;

(5) when requested by the audit committee;

(6) any other circumstances stipulated in the laws, administrative regulations, regulations of competent authorities, securities regulatory rules of the place where the shares of the Company are listed or these Articles of Association.

Article 50 The venue of the shareholders' general meeting shall be the domicile of the Company or other place designated by the convener of the shareholders' general meeting.

A venue will be set for the shareholders' general meeting to be held on-site. On the premise of ensuring the lawfulness and validity of the shareholders' general meeting, the Company will also provide network, communication or other means for the convenience of shareholders to attend the shareholders' general meeting in accordance with the laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the shares of the Company are listed, as the case may be.

After the notice of the shareholders' general meeting is issued, the venue of the on-site shareholders' general meeting shall not be changed without proper reasons. If it is necessary to change, the convener shall make an announcement and explain the reasons at least two working days prior to the date of the on-site meeting.

SECTION 4 CONVENING OF SHAREHOLDERS' GENERAL MEETING

Article 51 The board of directors shall convene shareholders' general meetings within the prescribed time limits.

With the approval of a simple majority of all independent non-executive directors (hereinafter referred to as the "Independent Directors"), the Independent Directors shall have the right to propose to the board of directors to convene a shareholders' extraordinary general meeting. The board of directors shall, in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed and these Articles of Association, give a written reply on whether to agree or disagree with the convening of the shareholders' extraordinary general meeting within 10 days after receiving the proposal of convening the meeting.

If the board of directors agrees to convene a shareholders' extraordinary general meeting, it shall issue a notice of convening the shareholders' extraordinary general meeting within 5 days after the resolution of the board of directors is made. If the board of directors does not agree to convene the shareholders' extraordinary general meeting, it shall explain the reasons and make an announcement.

Article 52 The audit committee shall propose to the board of directors in writing to convene a shareholders' extraordinary general meeting. The board of directors shall, in accordance with the laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed and these Articles of Association, give a written reply on whether to agree or disagree to convene the shareholders' extraordinary general meeting within 10 days after receiving the proposal of convening the meeting.

If the board of directors agrees to convene a shareholders' extraordinary general meeting, it shall issue a notice of general meeting within 5 days after the resolution of the board of directors is made. Any change to the original proposal in the notice shall be subject to the consent of the audit committee.

If the board of directors does not agree to convene a shareholders' extraordinary general meeting or does not provide feedback within 10 days after receiving the proposal, it shall be deemed that the board of directors cannot or does not perform the duty of convening the general meeting, and audit committee may convene and preside over the meeting by itself.

Article 53 Shareholders individually or jointly holding more than 10% of the shares of the Company shall request the board of directors to convene a shareholders' extraordinary general meeting, and shall put forward such proposals to the board of directors in writing. The board of directors shall, in accordance with the laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed and these Articles of Association, give a written reply on whether to agree or disagree to convene the shareholders' extraordinary general meeting within 10 days upon receipt of the request.

If the board of directors agrees to convene a shareholders' extraordinary general meeting, it shall issue a notice of general meeting within 5 days after the resolution of the board of directors is made. Any change to the original request in the notice shall be subject to the consent of the relevant shareholders.

If the board of directors does not agree to convene a shareholders' extraordinary general meeting or does not provide feedback within 10 days after receiving the request, shareholders individually or jointly holding more than 10% shares of the Company shall have the right to propose to the audit committee to convene such a shareholders' extraordinary general meeting. Such proposal shall be made in writing.

If the audit committee agrees to convene a shareholders' extraordinary general meeting, it shall issue a notice of general meeting within 5 days upon receipt of the request. Any change to the original requisition in the notice shall be subject to the consent of the relevant shareholders.

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

Article 54 If the audit committee or shareholders decide to convene a shareholders' general meeting on their own, they shall notify the board of directors in writing and file with the securities regulatory authorities of the place where the Company is registered and the stock exchange where the Company's shares are listed in accordance with applicable regulations.

Prior to the announcement of the resolutions of the shareholders' general meeting, the shareholding of the convening shareholders shall not be less than ten percent.

The audit committee or the convening shareholders shall submit relevant supporting materials to the securities regulatory authorities of the place where the Company is registered and the stock exchange of the place where the Company's shares are listed in accordance with applicable regulations when issuing the notice of the shareholders' general meeting and the announcement of the resolutions of the shareholders' general meeting.

Article 55 The board of directors and the secretary to the board of directors shall cooperate with the audit committee or the shareholders themselves convening the shareholders' general meeting.

The board of directors will provide the register of shareholders on the record date.

Article 56 The expenses necessary for convening a shareholders' general meeting by audit committee or shareholders themselves shall be borne by the Company.

SECTION 5 PROPOSALS AND NOTICES OF SHAREHOLDERS' GENERAL MEETINGS

Article 57 The contents of the proposal shall fall within the terms of reference of the shareholders' general meeting, have clear topics and specific resolutions, and comply with laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed and the relevant provisions of these Articles of Association.

Article 58 When the Company convenes a shareholders' general meeting, the board of directors, the audit committee and shareholders individually or jointly holding more than 1% of the shares of the Company shall have the right to submit proposals to the Company.

Shareholders individually or jointly holding more than 1% of the Company's shares may submit ad hoc proposals in writing to the convener ten days prior to the shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting within two days after receiving the proposals, announce the contents of the provisional proposals and submit the interim proposals for review at the shareholders' general meeting. However, this shall not apply if the interim proposals violate laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or these Articles of Association, or if they fall outside the terms of reference of the shareholders' general meeting. For the publication of the supplementary notice of the shareholders' general meeting, if there are special provisions in the securities regulatory rules of the place where the shares of the Company are listed, such provisions shall be complied with without violating the Company Law, the Securities Law, the Trial Measures for Administration and the Guidelines for the Articles of Association of Listed Companies. If the shareholders' general meeting is required to be postponed due to the publication of a supplementary notice of the shareholders' general meeting in accordance with the provisions of the securities regulatory rules of the place where the shares of the Company are listed, the convening of the shareholders' general meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the shares of the Company are listed.

Save as provided in the preceding paragraph or the securities regulatory rules of the place where the shares of the Company are listed, the convener shall not amend the proposals set out in the notice of the shareholders' general meeting or add new proposals after issuing the notice of the shareholders' general meeting.

Proposals not set out in the notice of the shareholders' general meeting or not in compliance with the provisions of Article 57 of these Articles of Associations shall not be voted on and resolved at the shareholders' general meeting.

Article 59 The convener will notify all shareholders by way of announcement 21 days prior to the convening of the annual general meeting and by way of announcement 15 days prior to the convening of the shareholders' extraordinary general meeting.

The date of the meeting shall not be included when calculating the starting date.

Where laws, administrative regulations, departmental rules and securities regulatory rules of the place where the shares of the Company are listed have other provisions, such provisions shall prevail.

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

(1) specifies the time, place and duration of the meeting;

(2) submit the matters and proposals to the meeting for consideration;

(3) contains a clear statement that all shareholders are entitled to attend the shareholders' general meeting and may appoint a proxy in writing to attend and vote at such meeting on his behalf and that such proxy needs not be a corporation;

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

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

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

(7) other requirements stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed and these Articles of Association.

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

The interval between the record date and the meeting date shall be subject to compliance with the securities regulatory rules of the place where the Company's shares are listed. Once confirmed, the record date shall not be changed.

Article 61 Where the shareholders' general meeting proposes to discuss the election of directors, the notice of the shareholders' general meeting will fully disclose the detailed information of the candidates for directors, which shall at least include the following:

(1) personal information including educational background, working experience, and any part-time job;

(2) whether there is any connected relationship with the Company or the controlling shareholders and de facto controllers of the Company;

(3) disclose the number of shares of the Company held;

(4) whether or not they have been subject to any punishment by the CSRC or other related authorities or stock exchanges.

Except for the adoption of the cumulative voting system for the election of directors, each candidate for directors shall be proposed in a single proposal.

Article 62 After the notice of the shareholders' general meeting is issued, the shareholders' general meeting shall not be postponed or canceled without proper reasons, and the proposals set out in the notice of the shareholders' general meeting shall not be canceled. In the event of postponement or cancellation, the convener shall make an announcement and explain the reasons at least 2 working days prior to the original date of the meeting. If the securities regulatory rules of the place where the shares of the Company are listed have special provisions on the procedures for postponing or cancelling shareholders' general meetings, such provisions shall be complied with without violating the Company Law, the Securities Law, the Trial Measures for Administration and the Guidelines for the Articles of Association of Listed Companies.

SECTION 6 HOLDING OF SHAREHOLDERS' GENERAL MEETING

Article 63 The board of directors and other conveners of the Company will take necessary measures to ensure the normal order of the shareholders' general meeting. Measures will be taken to stop acts that interfere with the shareholders' general meeting, provoke acts and infringe the legitimate rights and interests of shareholders, and report to relevant departments for investigation and punishment in a timely manner.

Article 64 All ordinary shareholders registered in the share register or their proxies shall be entitled to attend the shareholders' general meeting and exercise their voting rights in accordance with relevant laws, regulations and these Articles of Association.

Shareholders may attend the shareholders' general meeting in person or appoint a proxy to attend and vote on their behalf (the shareholder's proxy needs not to be a shareholder).

Article 65 Individual shareholders who attend the meeting in person shall present their identity cards or other valid documents or evidence of their identities. Proxies of individual shareholders shall present their valid identity cards and the power of attorney of the shareholders.

A corporate shareholder shall attend the meeting by its legal representative or a representative appointed by its legal representative or a person authorized as it thinks fit. If a legal representative attends the meeting, he/she shall present his/her identity card and valid proof of his/her capacity as a legal representative. If a proxy attends the meeting, the proxy shall present his/her identity card and the written power of attorney issued by the legal representative of the corporate shareholder, except for shareholders who are recognized clearing houses or their agents (hereinafter referred to as recognized clearing houses) as defined in the relevant ordinances from time to time in force under the laws of Hong Kong or the securities regulatory rules of the place where the shares of the Company are listed.

If the said shareholder is a recognized clearing house (or its agent) as defined in the relevant regulations enacted in Hong Kong from time to time, the recognized clearing house may authorize one or more suitable persons to act as its representative at any shareholders' general meeting or any creditors' meeting; however, if more than one person are authorized, the proxy form shall clearly indicate the number and types of shares each person is authorized in relation to. The power of attorney is signed by an authorized officer of the recognized clearing house. The persons after such authorization may attend the meeting on behalf of the recognized clearing house (without presenting share certificate, notarized authorization and/or further evidence to prove that he/she is duly authorized) to exercise the rights as if he/she was an individual shareholder of the Company (and entitled to the same legal rights as other shareholders, including speak and voting rights).

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

(1) the name of the appointor and the class and quantity of the Company's shares held;

(2) the name of the proxy;

(3) specific indications of the shareholder, including indication to vote for or against or abstain from voting on each and every issue included in the agenda of the shareholders' general meeting;

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

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

Article 67 Where the instrument appointing a proxy is signed by a person authorized by the appointer, the power of attorney or other authorization documents shall be notarized. The instrument appointing a voting proxy, the notarized power of attorney or other authorization documents shall be kept at the domicile of the Company or at such other place as specified in the notice convening the meeting.

Article 68 A register of attendees shall be prepared by the Company. The meeting register shall state the names (or names of organizations), identity card numbers, the number of shares with voting rights held or represented, and names (or names of organizations) of the persons attending the meeting.

Article 69 The convener and the lawyers engaged by the Company (if any) will jointly verify the legality of the shareholders' qualifications based on the register of shareholders provided by the securities registration and clearing institution, and register the names of the shareholders and the number of voting shares held by them. The registration for a meeting shall be terminated until the person presiding announces the number of shareholders and proxies attending the meeting and the total amount of their voting shares.

Article 70 If the shareholders' general meeting requires directors and senior management personnel to attend the meeting, they shall attend and respond to shareholders' inquiries. Subject to compliance with the securities regulatory rules of the place where the shares of the Company are listed, the aforesaid persons may attend or be present at the meeting through the internet, video, telephone or other methods with the same effect.

Article 71 The shareholders' general meeting shall be presided over by the chairman. Where the chairman is unable or fails to perform his duties, a director elected by more than half of the directors shall preside over the meeting.

The shareholders' general meeting convened by the audit committee shall be presided over by the convener of the audit committee. If the convener of the audit committee is unable or fails to perform his/her duties, a member of the audit committee jointly elected by more than half of the members of the audit committee shall preside over the meeting.

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

When a shareholders' general meeting is held, if the chairman of the meeting violates the rules of procedure so that the shareholders' general meeting cannot proceed, with the consent of more than half of the shareholders with voting rights present at the meeting, the shareholders' general meeting may elect a person to be the chairman of the meeting and continue the meeting.

Article 72 The Company shall formulate the rules of procedure for the shareholders' general meeting to specify in detail the convening and voting procedures of the shareholders' general meeting, including notice, registration, consideration of proposals, voting, vote counting, announcement of voting results, formation of resolutions, meeting minutes and their signing, announcement, etc., as well as the principle of authorization by the shareholders' general meeting to the board of directors. The authorization shall be clear and specific. The rules of procedure of the shareholders' general meeting shall be attached to these Articles of Association, which shall be formulated by the board of directors and approved by the shareholders' general meeting.

Article 73 At the annual general meeting, the board of directors shall report their work in the past year at the shareholders' general meeting. Each Independent Director shall also make a work report.

Article 74 The directors and senior management personnel shall give explanations and statements on the inquiries and suggestions made by shareholders at the shareholders' general meeting, except for matters involving the trade secrets of the Company that shall not be disclosed at the shareholders' general meeting.

Article 75 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies present at the meeting and the total number of voting shares held by them. The number of shareholders and proxies present at the meeting and the total number of voting shares held by them shall be subject to the registration of the meeting.

Article 76 Minutes of shareholders' general meetings shall be kept by the secretary to the board of directors. The minutes shall contain the following information:

(1) the time, place, agenda of meeting and name of the convener;

(2) the names of the chairman of the meeting and the directors and senior management personnel present at the meeting;

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

(4) the deliberation process, key points of speech and voting results of each proposal;

(5) shareholders' inquiries or suggestions and corresponding replies or explanations;

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

(7) other contents that shall be recorded in the minutes as required by laws, regulations, securities regulatory rules of the place where the shares of the Company are listed and these Articles of Association.

Article 77 The convener shall ensure that the minutes are true, accurate and complete. The attending directors, the secretary to the board of directors, the convener or his/her representative and the chairman of the meeting shall sign the minutes. The minutes of the meeting shall be kept together with the signature book of the shareholders present at the meeting, the power of attorney for attendance by proxy, and the valid information on voting via internet and other methods for a period of not less than 10 years.

Article 78 The convener shall ensure that the shareholders' general meeting is held continuously until a final resolution is reached. If the shareholders' general meeting is suspended or no resolution can be made due to special reasons such as force majeure, necessary measures shall be taken to resume the shareholders' general meeting as soon as possible or directly terminate the shareholders' general meeting, and announcements and/or reports shall be made in a timely manner in accordance with laws, administrative regulations, departmental rules or securities regulatory rules of the place where the shares of the Company are listed.

SECTION 7 VOTING AND RESOLUTIONS OF SHAREHOLDERS' GENERAL MEETINGS

Article 79 Resolutions of the shareholders' general meetings shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution shall be passed by more than half of the voting rights held by the shareholders (including their proxies) present at the meeting.

A special resolution must be passed by more than two-thirds of all votes held by the shareholders (including their proxies) present at the meeting.

Article 80 The following matters shall be resolved by ordinary resolutions at a general meeting:

(1) work reports of the board of directors;

(2) profit distribution plans and loss recovery plans formulated by the board of directors;

(3) appointment and removal of members of the board of directors and their remuneration and payment methods;

(4) matters other than those required by laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed or these Articles of Association to be adopted by special resolutions.

Article 81 The following matters shall be resolved by special resolutions at a shareholders' general meeting:

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

(2) division, merger, dissolution and liquidation of the Company;

(3) amendment of these Articles of Association;

(4) the purchase or disposal of material assets or the provision of guarantees to others by the Company within one year with an amount exceeding 30% of the latest audited total assets of the Company;

(5) equity incentive scheme;

(6) other matters stipulated by laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed or these Articles of Association, and other matters determined by an ordinary resolution at a shareholders' general meeting that may have a significant impact on the Company and need to be approved by a special resolution.

Article 82 Shareholders (including their proxies) shall exercise their voting rights according to the number of voting shares they represent (except where they are required by the securities regulatory rules of the place where the Company's shares are listed to abstain from voting on a particular matter). Each share shall have one vote. On a poll taken at a meeting, the securities depository and clearing institution, as the nominal holder of shares under the Stock Connect between the Mainland and Hong Kong stock markets, or where a shareholder is a recognized clearing house (or its agent) as defined under the relevant ordinances from time to time in force in Hong Kong and holds voting rights equivalent to two or more votes, such holder is not obligated to cast all of its votes in the same manner (i.e., all in favor, all against or all abstentions). If the securities regulatory rules of the place where the Company's shares are listed stipulates otherwise, such stipulations shall prevail.

When the shareholders' general meeting considers major matters affecting the interests of small and medium investors, the voting of small and medium investors shall be counted separately. The results of separate vote counting shall be disclosed publicly in a timely manner in accordance with relevant laws and regulations and the securities regulatory rules of the place where the shares of the Company are listed.

The shares of the Company held by the Company have no voting rights, and such shares are not included in the total number of voting shares present at the shareholders' general meeting.

If a shareholder's purchase of the Company's voting shares violates the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, such portion of shares in excess of the proportion shall not exercise the voting rights within thirty-six days after the purchase, and shall not be included in the total number of voting shares present at the shareholders' general meeting.

Pursuant to the securities regulatory rules of the place where the shares of the Company are listed, if any shareholder is required to abstain from voting on any particular resolution or is restricted to voting only for or only against any particular resolution, any vote cast by the shareholder (or his/her proxy) in contravention of such requirement or restriction shall not be counted in the voting results.

The board of directors, Independent Directors, shareholders holding more than 1% of voting shares or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit voting rights from shareholders. When soliciting shareholders' voting rights, information such as specific voting intentions shall be fully disclosed to the shareholders being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. Except for the statutory conditions, the Company shall not impose a minimum shareholding limit for the solicitation of voting rights.

Article 83 When a related party transaction is considered at a shareholders' general meeting, if required by applicable laws, regulations, normative documents or the Hong Kong Listing Rules, the related shareholders shall not participate in voting, and the number of voting shares represented by them shall not be counted in the total number of valid votes; the announcement of the resolutions of the shareholders' general meeting shall fully disclose the voting of non-related shareholders.

When the shareholders' general meeting considers related party transactions, related shareholders shall take the initiative to apply for abstention. When the related shareholders do not take the initiative to apply for abstention, other informed shareholders have the right to request for abstention.

When the shareholders' general meeting considers matters related to related party transactions, the chairman of the meeting shall announce the list of related shareholders, explain whether to vote, and announce the total number of voting shares of non-related parties attending the shareholders' general meeting and the proportion of the total shares of the Company for voting.

Where the applicable laws, administrative regulations, departmental rules, regulatory documents or securities regulatory rules of the place where the shares of the Company are listed have other provisions, such provisions shall prevail.

Article 84 Unless the Company is in special circumstances such as a crisis, the Company will not enter into a contract with a person other than a director and senior management personnel to handover the management of all or important business of the Company to that person without the approval of a special resolution of the shareholders' general meeting.

Article 85 The list of candidates for directors shall be submitted to the shareholders' general meeting for voting by way of proposal.

The nomination methods and procedures for directors are as follows:

The board of directors or shareholders individually or jointly holding more than 1% of the Company's shares shall have the right to propose to the board of directors the nomination of candidates for directors who are not employee representatives. The board of directors shall, after soliciting the opinions of the nominees and reviewing their qualifications, submit a proposal to the shareholders' general meeting.

The voting of directors at a shareholders' general meeting may adopt the cumulative voting system according to these Articles of Association or the resolutions of the shareholders' general meeting.

The cumulative voting system referred to in the preceding paragraph means that each share has the same number of voting rights as the number of directors to be elected when the shareholders' general meeting elects directors, and the voting rights held by shareholders may be used collectively. The board of directors shall announce to the shareholders the resumes and basic information of the candidates for directors.

A company in which a single shareholder and his/her parties acting in concert are interested in 30% or more shall adopt the cumulative voting system.

Article 86 The specific operating procedures of the cumulative voting system are as follows:

(1) the number of candidates for directors may exceed the number of candidates to be elected at the shareholders' general meeting, but the number of candidates voted by each shareholder shall not exceed the number of directors to be elected at the shareholders' general meeting, and the total number of votes distributed shall not exceed the number of votes held by shareholders, otherwise, the votes shall be invalid;

(2) Independent Directors and non-independent directors shall be voted separately. In the election of Independent Directors, each shareholder shall be entitled to the number of votes equal to the number of shares held by him/her multiplied by the number of Independent Directors to be elected, and such votes shall only be cast on the candidates for Independent Directors of the Company; in the election of non-independent directors, each shareholder shall be entitled to the number of votes equal to the number of shares held by him/her multiplied by the number of non-independent directors to be elected, and such votes shall only be cast on the candidates for non-independent directors of the Company;

(3) The final candidates for directors shall be determined according to the number of votes, but the minimum number of votes for each candidate must exceed half of the total number of shares held by the shareholders (including their proxies) attending the shareholders' general meeting. If the elected director is less than the number of directors proposed to be elected at the shareholders' general meeting, another vote shall be conducted on all candidates for directors with insufficient votes for the vacancy, and if not, the new director shall be elected at the next general meeting of the Company. If two or more candidates for directors have the same number of votes, but only some of them can be elected due to the limitation of the number of votes to be elected, such candidates for directors with the same number of votes shall be elected separately.

Article 87 Except for the cumulative voting system, the shareholders' general meeting will vote on all proposals one by one. If there are different proposals for the same matter, they will be voted in the order of time when the proposals are put forward. Unless the shareholders' general meeting is suspended or no resolution can be made due to force majeure or other special reasons, the shareholders' general meeting will not set aside or refuse to vote on the proposals.

Article 88 When a proposal is considered at a shareholders' general meeting, no amendment shall be made to the proposal. Otherwise, the relevant amendment shall be deemed as a new proposal and shall not be voted at the current shareholders' general meeting.

The same voting right can only be exercised by one of the means of on-site voting, online voting or other voting methods. The first vote shall prevail in cases when a given voting right is exercised repeatedly.

Article 89 Voting at shareholders' general meetings shall be conducted by open ballot.

Article 90 Before voting on the proposals at the shareholders' general meeting, two shareholder representatives shall be elected to participate in vote counting and scrutiny. Where any shareholder is related with any matter under consideration, such shareholder and his/her proxy shall not participate in vote counting or scrutiny.

When voting on a proposal at a shareholders' general meeting, lawyers (if any), representatives of shareholders and other relevant persons appointed in accordance with the Hong Kong Listing Rules shall be jointly responsible for vote counting and monitoring in accordance with the Hong Kong Listing Rules, and the voting results shall be announced on the spot, and the voting results of the resolutions shall be recorded in the minutes of the meeting.

Shareholders of the Company or their proxies that vote online or by other means shall have the right to check and inspect their voting results through the corresponding voting system.

Article 91 The on-site shareholders' general meeting shall not end earlier than that held online or by other means. The chairman of the meeting shall announce the voting status and results of each proposal, and announce whether the proposal is passed according to the voting results.

Before the formal announcement of the voting results, the Company, vote counters, scrutineers, shareholders, network service providers and other relevant parties involved in the on-site shareholders' general meeting, online voting and other voting methods shall be obliged to keep confidential the results of the voting.

Article 92 Shareholders attending the shareholders' general meeting shall vote in one of following categories on the proposal to be voted on: for, against, and abstention. Any unfilled, incorrectly filled, illegible or uncast votes shall be deemed as abstentions from voting by the voter, and the voting results of the shares held by such voter shall be counted as "abstentions". Unless the securities registration and clearing institution, as the nominal holder (if any) of shares under the Mainland-Hong Kong Stock Connect, or a shareholder that is a recognized clearing house (or its agent), as defined in the relevant regulations from time to time enacted by Hong Kong, makes declaration according to the intention of the actual holder.

Article 93 If the chairman of the meeting has any doubt as to the result of a resolution submitted for voting, he/she may have the votes counted. If the chairman of the meeting has not counted the votes, and the shareholders or their proxies present at the meeting have any objection to the results announced by the chairman of the meeting, they shall have the right to require the votes to be counted immediately after the announcement of the voting results, and the chairman of the meeting shall have the votes counted immediately.

Article 94 The resolutions of the shareholders' general meeting shall be announced in a timely manner in accordance with the relevant laws, administrative regulations, departmental rules, regulatory documents, the securities regulatory rules of the place where the shares of the Company are listed and these Articles of Association. The announcement shall specify the number of shareholders and proxies present at the meeting, the total number of voting shares held by them and the proportion of such shares to the total number of voting shares of the Company, the voting method, the voting results of each proposal and the contents of each resolution passed and other relevant matters.

Article 95 If a proposal is not passed or a resolution of the previous shareholders' general meeting is changed at this shareholders' general meeting, special reminders shall be made in the resolution of the shareholders' general meeting.

Article 96 If the shareholders' general meeting approves the proposal for election of directors, the term of office of new directors shall be calculated from the date of approval at the shareholders' general meeting of the Company.

Article 97 If the shareholders' general meeting passes the proposal on cash distribution, bonus issue or conversion of capital reserve into share capital, the Company will implement the specific plan within 2 months after the conclusion of the shareholders' general meeting. If applicable laws, administrative regulations or the securities regulatory rules of the place where the Company's shares are listed prevent compliance with this two-month requirement, the implementation schedule may be adjusted accordingly based on such regulations and actual circumstances.

CHAPTER 5 BOARD OF DIRECTORS

SECTION 1 GENERAL PROVISIONS ON DIRECTORS

Article 98 A director of the Company is a natural person and shall not serve as a director of the Company in any of the following circumstances:

(1) a person who does not have or who has limited capacity for civil conduct;

(2) a person who has been punished for corruption, bribery, infringement of property, misappropriation of property or sabotage of the socialist market economic order and has been punished because of committing such offense; or who has been deprived of political rights due to such offense and has not been more than 5 years since the completion of such punishment or deprivation or if probation was pronounced, where two years have not elapsed since the expiration of the probation period;

(3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and who is personally liable for the insolvency of such company or enterprise, where less than 3 years have elapsed since the date of the completion of the insolvency and liquidation of such company or enterprise;

(4) a person who has served as the legal representative of a company or enterprise which has its business license revoked or is ordered to close down due to violation of the law and who is personally liable, where less than three years have elapsed since the date of such revocation;

(5) a person who has a relatively large amount of debts which have become due and outstanding and is listed by the People's Court as a judgment defaulter;

(6) a person who has been banned from entering the securities market by the CSRC for a period of time;

(7) a person who is publicly identified by the stock exchange of the place where the Company's shares are listed as unsuitable to serve as a director or senior executive of a listed company, and the term of restriction has not expired;

(8) other contents stipulated by laws, administrative regulations, departmental rules or securities regulatory rules of the place where the shares of the Company are listed.

Any election, appointment or engagement of directors in violation of this Article shall be invalid. The Company shall dismiss a director who falls under this Article during his/her term of office and suspend him/her from his/her duties.

Article 99 Directors shall be elected or replaced by the shareholders' general meeting and may be removed by an ordinary resolution of the shareholders' general meeting prior to the expiration of their term of office (but without prejudice to any claim for damages under any contract). The term of office of the directors is three years. A director may serve consecutive terms if re-elected, except as otherwise stipulated by relevant laws, regulations and securities regulatory rules of the place where the shares of the Company are listed.

The term of office of the directors shall commence from the date of their appointment until the expiry of the term of the current session of the board of directors. If the term of office of a director expires but re-election is not made responsively, the said director shall continue fulfilling the duties as a director pursuant to the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed and these Articles of Association until a new director is elected.

Directors may concurrently serve as senior management personnel of the Company, and the total number of directors who concurrently serve as senior management personnel and employee representatives shall not exceed one-half of the total number of directors of the Company.

Subject to the relevant laws, regulations and regulatory rules of the place where the Company is listed, if the board of directors appoints a new director to fill a casual vacancy or increase the number of directors, the term of office of the director so appointed shall expire at the next annual general meeting of the Company, and he/she shall be eligible for re-election.

Article 100 The directors shall abide by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed and these Articles of Association, shall perform the duties of loyalty to the Company, shall implement measures to avoid conflicts between their personal interests and the Company's interests, and shall not obtain improper benefits by taking advantage of their positions:

The directors shall perform the following duties of loyalty to the Company:

(1) not to embezzle the Company's assets or misappropriate the Company's funds;

(2) not to deposit the Company's funds into bank accounts opened under their own names or the names of any other individuals;

(3) not to accept bribes or other unlawful income by taking advantage of their positions;

(4) not to enter into any contracts or transactions with the Company, whether directly or indirectly without reporting the matter to the board of directors or the shareholders' general meeting and obtaining approval by a resolution of the board of directors or the shareholders' general meeting in accordance with these Articles of Association;

(5) not to take advantage of their positions to seize business opportunities belonging to the Company for themselves or any third party, unless the relevant business opportunity has been reported to the board of directors or shareholders' general meeting and approved by a shareholders' resolution, or the Company is precluded from exploiting such business opportunity under applicable laws, administrative regulations or these Articles of Association;

(6) not to engage, for their own account or for others, in any business that competes with the Company's business without reporting the matter to the board of directors or shareholders' general meeting and obtaining a shareholders' resolution approving the same;

(7) not to accept commissions from others' transactions with the Company for their own benefit;

(8) not to disclose secrets of the Company without authorization;

(9) not to use their related relationships to harm the interests of the Company;

(10) other duties of loyalty stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed and these Articles of Association.

The income obtained by a director in violation of this Article shall belong to the Company; if any loss is caused to the Company, the director shall be liable for compensation.

The provisions of item 4 of paragraph two of this Article shall apply to any contracts or transactions entered into with the Company by the following parties: close relatives of any director or senior management personnel; enterprises directly or indirectly controlled by any director, senior management personnel or their close relatives; and other connected persons who maintain related relationships with any director or senior management personnel.

Article 101 Directors shall abide by laws, administrative regulations and these Articles of Association, and shall perform the diligence obligations to the Company, and shall exercise the reasonable diligence ordinarily expected of managers for the best interests of the Company when performing their duties:

The directors shall perform the following diligence obligations to the Company:

(1) to exercise the rights conferred by the Company in a prudent, serious and diligent manner to ensure that the Company's business activities comply with the requirements of national laws, administrative regulations and various national economic policies, and the business activities do not exceed the business scope specified in the business license;

(2) to treat all shareholders fairly;

(3) keep abreast of the business operation and management of the Company;

(4) to sign a written confirmation on the regular reports of the Company. Ensure that the information disclosed by the Company is true, accurate and complete;

(5) to truthfully provide the audit committee with relevant information and materials, and not to hinder the audit committee from exercising their functions and powers;

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

Article 102 A director who fails to attend in person or entrust another director to attend a board meeting for two consecutive times shall be deemed to be unable to perform his/her duties, and the board of directors shall propose to the shareholders' general meeting to remove such director. Subject to the securities regulatory rules of the place where the shares of the Company are listed, a director attending a board meeting through the internet, video, telephone or other methods with equivalent effect shall also be deemed to be present in person.

Article 103 A director may resign before the expiration of his/her term of office. A director who resigns shall submit a written resignation to the Company. A resignation shall take effect on the date on which the Company receives the resignation report. The Company will disclose the situation within 2 trading days.

If the number of members of the board of directors falls below the statutory minimum due to the resignation of a director, the former director shall continue to perform his/her duties as a director in accordance with the laws, administrative regulations, departmental rules ,securities regulatory rules of the place where the shares of the Company are listed and these Articles of Association until a new director is elected.

Article 104 When a director's resignation becomes effective or his/her term of office expires, he/she shall complete all handover procedures with the board of directors, and his/her duty of loyalty to the Company and shareholders shall not be automatically discharged after the expiration of his/her term of office, and shall remain valid for 2 years from the effective date of the director's resignation or the expiration of his/her term of office.

The directors' obligation to keep the trade secrets of the Company confidential shall remain effective after the expiration of their term of office until such secrets become public information; the duration of other obligations shall be determined in accordance with the principle of fairness, depending on the length of time between the occurrence of the event and the resignation, and the circumstances and conditions under which the relationship with the Company is terminated. Any liability incurred by a director arising from the performance of duties during his/her term of office shall not be discharged or terminated merely because the director has vacated office.

Article 105 The shareholders' general meeting may pass a resolution to remove a director, and such removal shall take effect on the date the resolution is adopted. If a director is removed prior to the expiry of his term without proper cause, such director shall be entitled to claim compensation from the Company.

Article 106 No director shall act on behalf of the Company or the board of directors in his/her own name without these Articles of Association or the lawful authorization of the board of directors. When a director acts in his/her own name, if the third party may reasonably considers such director is acting on behalf of the Company or the board of directors, he/she shall declare his/her position and identity in advance.

Article 107 If any director causes loss or damage to others in the course of performing the Company's duties, the Company shall be liable for compensation. The relevant director shall also bear compensation liability if he has acted willfully or with gross negligence. If a director violates the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed or these Articles of Association when performing his/her duties and causes losses to the Company, he/she shall be liable for compensation.

Article 108 The Independent Directors shall comply with the laws, administrative regulations, the relevant provisions of the CSRC and the stock exchanges where the shares of the Company are listed.

SECTION 2 BOARD OF DIRECTORS

Article 109 The Company shall establish a board of directors, which shall be accountable to the shareholders' general meeting.

Article 110 The board of directors shall consist of 6 directors. The board of directors shall have one chairman. The chairman of the board of directors shall be elected by a simple majority of all directors on the board of directors.

Article 111 The board of directors exercises the following powers:

(1) to convene shareholders' general meetings and report its work to the shareholders' general meetings;

(2) to implement the resolutions of the shareholders' general meeting;

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

(4) to formulate the Company's profit distribution plan and loss recovery plan;

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

(6) to formulate plans for material acquisitions, purchase of shares of the Company or merger, division, dissolution and change of corporate form of the Company;

(7) to decide on the Company's external investment, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted wealth management, related party transactions, external donations and other matters within the authorization of the shareholders' general meeting;

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

(9) to decide on the appointment or dismissal of the general manager, the secretary to the board directors and other senior management personnel of the Company, and to decide on their remunerations, rewards and punishments; to decide on the appointment or dismissal of the deputy general manager, chief financial officer and other senior management personnel of the Company based on the nomination of the general manager, and to decide on their remunerations, rewards and punishments;

(10) to formulate the basic administration system of the Company;

(11) to formulate the amendment plan of these Articles of Association;

(12) to manage the information disclosure of the Company;

(13) to propose to the shareholders' general meeting the appointment or replacement of the accounting firm for the audit of the Company;

(14) to listen to the work report of the general manager of the Company and inspect the work of the manager;

(15) other functions and powers conferred by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed or these Articles of Association.

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

Article 112 The board of directors of the Company shall explain to the shareholders' general meeting regarding non-standard audit opinions issued by certified public accountants on the Company's financial reports.

Article 113 The board of directors shall formulate the Rules of Procedure for the Board of Directors to ensure that the board of directors implements the resolutions of the shareholders' general meeting, improves work efficiency and ensures scientific decision-making.

The Rules of Procedure for the Board of Directors shall be attached to these Articles of Association and approved by the shareholders' general meeting.

Article 114 The board of directors shall determine the authority of external investment, purchase and sale of assets, pledge of assets, external guarantees, entrusted wealth management, related party transactions and external donations, and establish strict examination and decision-making procedures; major investment projects shall be assessed by relevant experts and professionals and submitted to the shareholders' general meeting for approval. If applicable laws, administrative regulations, departmental rules, regulatory documents and the regulatory rules of the place where the Company's shares are listed contain separate provisions, such provisions shall prevail.

Article 115 The chairman shall exercise the following functions and powers:

(1) to preside over shareholders' general meetings and convene and preside over board meetings;

(2) to supervise and check the implementation of resolutions of the board of directors;

(3) other functions and powers conferred by the board of directors.

Article 116 If the chairman is unable or refuses to perform his duties, a simple majority of directors shall jointly elect a director to act as chairman in his place.

Article 117 The board of directors shall hold at least four regular meetings every year, which shall be convened by the chairman of the board of directors, and shall notify all directors in writing 14 days before the meeting. For other irregular meetings of the board of directors, a written notice shall be given to all directors before a reasonable time before the meeting.

Article 118 Shareholders representing more than one tenth of the voting rights, more than one third of the board of directors or the audit committee may propose to convene an extraordinary board meeting. The chairman of the board of directors shall convene and preside over the board meeting within 10 days after receiving the proposal.

Article 119 The notice of an extraordinary board meeting may be delivered by hand or by facsimile, post, email, SMS or other written means. The notice period is 5 days before the meeting. Where an extraordinary board meeting needs to be held as soon as possible in case of emergency, the notice of meeting may be issued by telephone or other verbal means at any time and shall be held immediately, but the convener shall make explanations at the meeting and record the same in the minutes of the meeting.

Article 120 The notice of board meeting shall include the following:

(1) the date and venue of the meeting;

(2) the duration of the meeting;

(3) reasons and topics;

(4) the date of the notice.

Article 121 A board meeting shall be held only if more than half of the directors are present. Unless otherwise provided in these Articles of Association, resolutions of the board of directors shall be passed by more than half of all directors.

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

Article 122 Where a director is related to a matter to be considered by the board of directors or the enterprise, he/she shall not exercise his/her voting rights on such resolution, nor shall he/she exercise the voting rights on behalf of other directors. Such board meeting may be held when more than half of the non-connected directors are present, and the resolutions proposed shall be passed by more than half of the non-connected directors. If the number of non-connected directors present at the meeting is less than three, the matter shall be submitted to the shareholders' general meeting for consideration.

The specific voting of the board of directors on the related party transactions under the Hong Kong Listing Rules shall comply with the relevant provisions of the Hong Kong Listing Rules.

Article 123 The voting methods of the resolutions of the board of directors are: by show of hands, registered voting, communication, etc.

Under the premise of ensuring that the directors can fully express their opinions and comply with the securities regulatory rules of the place where the Company's shares are listed, the extraordinary board meeting may be held by telephone or video conference or other methods of equivalent effect and the resolutions shall be signed by the participating directors.

Article 124 Directors shall attend board meetings in person. If a director is unable to attend a meeting for any reason, he/she may appoint in writing another director to attend on his/her behalf. The power of attorney shall specify the name of the proxy, the matters to be authorized, the scope of authorization and the validity period, and shall be signed or sealed by the principal. The proxy shall exercise the rights of a director within the scope of the authorization. If a director fails to attend a board meeting and does not appoint a proxy to attend on his/her behalf, he/she shall be deemed to have waived his/her right to vote at such meeting.

Article 125 The board of directors shall keep minutes of the resolutions on the matters discussed at the meeting, and the attending directors shall sign on the minutes.

The minutes of board meetings shall be kept as the Company's files for a period of 10 years.

Article 126 The minutes of board meetings shall include the following:

(1) the date and venue of the meeting and the name of the convener;

(2) names of directors present at the meeting and names of directors (proxies) appointed by others to attend the meeting;

(3) the agenda of the meeting;

(4) key points of directors' speeches;

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

SECTION 3 INDEPENDENT DIRECTORS

Article 127 Independent Directors shall faithfully perform their duties in compliance with applicable laws, administrative regulations, rules issued by the CSRC, the securities regulatory rules of the place where the Company's shares are listed and these Articles of Association. Within the board of directors, independent directors shall participate in decision-making, exercise supervisory checks and balances and provide professional advisory opinions, safeguard the overall interests of the Company and protect the legitimate rights and interests of minority shareholders.

Matters concerning the qualifications, nomination and election procedures, powers and functions of independent directors shall be handled in accordance with applicable laws, administrative regulations, regulatory documents and the securities regulatory rules of the place where the Company's shares are listed.

Article 128 Independent Directors must maintain independence. The following persons are ineligible to act as Independent Directors:

(1) persons employed by the Company or its subsidiaries, and their spouses, parents, children and close family connections;

(2) natural person shareholders who hold, directly or indirectly, more than 1% of the Company's issued shares, or rank among the Company's top ten individual shareholders, together with their spouses, parents and children;

(3) persons employed by shareholders holding, directly or indirectly, more than 5% of the Company's issued shares or by the Company's top five shareholders, together with their spouses, parents and children;

(4) persons employed by subsidiaries of the Company's controlling shareholder or de facto controller, together with their spouses, parents and children;

(5) persons maintaining material business dealings with the Company, its controlling shareholder, de facto controller or their respective subsidiaries, or persons employed by entities with material business dealings and their respective controlling shareholders or de facto controllers;

(6) persons providing financial, legal, consulting, sponsorship or other professional services to the Company, its controlling shareholder, de facto controller or their respective subsidiaries, including without limitation all project team members, reviewers at each level, report signatories, partners, directors, senior management officers and persons-in-charge of the relevant service intermediaries;

(7) persons who have fallen under any of the circumstances set out in items 1 to 6 within the last 12 months (or any other applicable period specified under the Hong Kong Listing Rules);

(8) other persons lacking independence as stipulated by applicable laws, administrative regulations, CSRC rules, regulatory rules of the place where the shares of the Company are listed and these Articles of Association.

Independent Directors shall conduct an annual self-review of their independence and submit the review results to the board of directors. The board of directors shall assess the independence of serving independent directors each year and issue a special assessment opinion.

Article 129 Any person appointed as an independent director of the Company shall satisfy the following criteria:

(1) holding the qualifications to serve as a director of a listed company under applicable laws, administrative regulations and other relevant provisions;

(2) meeting the independence requirements set out in these Articles of Association;

(3) possessing basic knowledge of listed company operations and is familiar with relevant laws, regulations and rules;

(4) having more than five years of professional working experience in legal, accounting, economic or other fields necessary to discharge independent director's duties;

(5) maintaining sound personal integrity with no record of major credit misconduct or disciplinary sanctions;

(6) the continuous tenure of an independent director shall not exceed nine years, and an independent director shall not concurrently hold independent director positions at more than six other listed companies, unless otherwise specified under the Hong Kong Listing Rules;

(7) other qualifying criteria stipulated by applicable laws, administrative regulations, CSRC rules, regulatory rules of the place where the shares of the Company are listed and these Articles of Association.

Article 130 Independent Directors shall exercise the following special powers:

(1) independently engage professional intermediaries to conduct audits, consultations or verifications on specific corporate matters;

(2) propose to the board of directors the convening of an extraordinary general meeting;

(3) propose the convening of a board meeting;

(4) collect shareholder voting rights from shareholders publicly in accordance with the law;

(5) issue independent opinions on matters that may impair the interests of the Company or minority shareholders;

(6) other powers conferred by applicable laws, administrative regulations, CSRC rules, regulatory rules of the place where the shares of the Company are listed and these Articles of Association.

The exercise of the powers set out in items 1 to 3 above shall be approved by a simple majority of all independent directors.

Whenever Independent Directors exercise any power listed in paragraph one, the Company shall make timely disclosure in compliance with applicable laws, administrative regulations and the securities regulatory rules where the shares of the Company are listed. If any of the above powers cannot be exercised normally, the Company shall disclose the specific circumstances and underlying reasons.

Article 131 The following matters shall be approved by a simple majority of all Independent Directors prior to submission to the board of directors for deliberation:

(1) disclosable connected transactions;

(2) proposals for the amendment or waiver of commitments by the Company and relevant counterparties;

(3) decisions made and measures adopted by the board of directors of a listed target company in response to a takeover offer;

(4) other matters stipulated by applicable laws, administrative regulations, CSRC rules, regulatory rules of the place where the shares of the Company are listed and these Articles of Association.

Article 132 The Company shall establish a dedicated meeting mechanism exclusively attended by independent directors (hereafter referred to as the independent director dedicated meeting). Any connected transaction or similar matter to be reviewed by the board of directors must obtain prior approval from the independent director dedicated meeting.

The Company shall convene independent director dedicated meetings on a regular or ad-hoc basis. All matters set out in items 1 to 3 of paragraph 1 of Article 130 and Article 131 of these Articles of Association must be reviewed at an independent director dedicated meeting.

The independent director dedicated meeting may discuss and review other corporate matters as required.

The Independent Director dedicated meeting shall be convened and chaired by an Independent Director jointly elected by a simple majority of all independent directors. If the convener fails to or is unable to perform such duties, two or more independent directors may convene the meeting voluntarily and elect a representative to chair the session.

Detailed minutes shall be prepared for each independent director dedicated meeting as required, recording all opinions raised by Independent Directors. Each Independent Director shall sign the meeting minutes for confirmation.

The Company shall provide all necessary facilities and support to facilitate the holding of independent director dedicated meetings.

SECTION 4 BOARD COMMITTEES

Article 133 The board of directors shall establish an audit committee, which shall exercise the powers and functions of the board of supervisors as stipulated under the Company Law.

Article 134 The audit committee shall consist of three members who do not hold any senior management position within the Company, including at least two independent directors. At least one independent director shall possess professional accounting expertise and satisfy the requirements under Rule 3.10(2) of the Hong Kong Listing Rules. The independent director with accounting expertise shall act as the convener of the audit committee.

Article 135 The audit committee is responsible for reviewing the Company's financial information and its disclosure, as well as supervising and evaluating internal and external audit work and internal control systems. The following matters shall be approved by a simple majority of all audit committee members prior to submission to the board of directors for deliberation:

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

(2) engagement or dismissal of accounting firms appointed to conduct the Company's audit work;

(3) issuance of a financial compliance review opinion in respect of the dismissal of the chief financial officer;

(4) amendments to accounting policies, accounting estimates or corrections of material accounting errors for reasons other than changes to accounting standards;

(5) other matters stipulated by applicable laws, administrative regulations, CSRC rules, securities regulatory rules of the place where the shares of the Company are listed and these Articles of Association.

Article 136 The audit committee shall hold at least one meeting each quarter. An extraordinary meeting may be convened upon the proposal of two or more members or if the convener deems it necessary. A meeting of the audit committee shall only form a quorum if attended by more than two-thirds of its members.

All resolutions of the audit committee shall be adopted by a simple majority vote of its members.

Each member of the audit committee shall hold one vote on all resolutions.

Formal meeting minutes shall be prepared for each audit committee meeting, and all attending members shall sign the minutes.

The board of directors shall formulate the terms of reference of the audit committee.

Article 137 The board of directors shall establish other special committees including the strategy and development committee, nomination committee and remuneration committee. Each committee shall perform its duties in compliance with the securities regulatory rules of the place where the shares of the Company are listed, these Articles of Association and the authorizations granted by the board of directors. All proposals put forward by any committee shall be submitted to the board of directors for consideration and decision. The board of directors shall formulate the terms of reference for each committee.

CHAPTER 6 SENIOR MANAGEMENT PERSONNEL

Article 138 The Company shall have one general manager who shall be appointed or removed by the board of directors.

The Company may have a deputy general manager who shall be appointed or removed by the board of directors.

The general manager, deputy general manager, secretary to the board of directors and chief financial officer of the Company are senior management personnel of the Company.

Article 139 The circumstances under which is prohibited from acting as a director in these Articles of Association shall also apply to senior management personnel.

The provisions of on directors' duties of loyalty and diligence obligations in Article 101 in these Articles of Association shall also apply to senior management personnel.

Article 140 Persons who hold executive positions other than directors and supervisors in the Company's controlling shareholder shall not serve as senior management personnel of the Company.

The senior management personnel of the Company only receive salaries from the Company and are not paid by the controlling shareholder.

Article 141 The term of office of the general manager shall be three years, and the general manager may be re-appointed.

Article 142 The general manager shall be accountable to the board of directors and exercise the following functions and powers:

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

(2) to organize the implementation of the Company's annual business plan and investment proposal;

(3) to formulate the establishment of the Company's internal management bodies;

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

(5) to formulate the specific rules and regulations of the Company;

(6) to propose to the board of directors to appoint or dismiss the deputy general manager and chief financial officer of the Company;

(7) to decide to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors;

(8) other functions and powers conferred by these Articles of Association or the board of directors.

The general manager attends board meetings.

Article 143 The general manager shall formulate working rules for the general manager, which shall be implemented upon approval by the board of directors.

Article 144 The working rules for the general manager include the following:

(1) the conditions, procedures and participants of the general manager's meeting;

(2) the specific duties and division of labor of the general manager and other senior management personnel;

(3) the use of the Company's funds and assets, the authority to sign major contracts, and the reporting system to the board of directors;

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

Article 145 The general manager may resign before the expiration of his/her term of office. The specific procedures and measures for the resignation of the general manager shall be stipulated in the employment contract between the general manager and the Company.

Article 146 The deputy general manager shall be nominated by the general manager and appointed or dismissed by the board of directors, and shall assist the general manager in carrying out his/her work and be accountable to the general manager.

Article 147 The Company shall have a secretary to the board of directors, who shall be responsible for the preparation of shareholders' general meetings and board meetings of the Company, the safekeeping of documents and the management of information of shareholders of the Company, and the handling of information disclosure matters.

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

Article 148 If any senior management officer causes loss or damage to others in the course of performing the Company's affairs, the Company shall be liable for compensation. The relevant senior management officer shall also bear compensation liability if he has acted willfully or with gross negligence. Senior management personnel who violate laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed or these Articles of Association when performing their duties and cause losses to the Company shall be liable for compensation.

Article 149 The senior management personnel of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If the senior management personnel of the Company fails to faithfully perform their duties or violates their fiduciary duties and cause damage to the interests of the Company and public shareholders, they shall be liable for compensation in accordance with the law.

CHAPTER 7 FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDIT

SECTION 1 FINANCIAL AND ACCOUNTING SYSTEMS

Article 150 The Company shall establish its financial and accounting systems in accordance with laws, administrative regulations and the provisions of relevant state departments. Where the securities regulatory authorities of the place where the shares of the Company are listed have other provisions, such provisions shall prevail.

Article 151 The accounting year of the Company shall adopt the calendar year, i.e. starting from the 1 January of every calendar year and ending on 31 December of every calendar year.

The Company shall disclose its annual report within four months after the end of each fiscal year and its interim report within three months after the end of the first half of each fiscal year. The Company shall send, disclose and/or submit annual reports, interim reports, results announcements and other documents to shareholders in accordance with the provisions of the securities regulatory rules of the place where the shares of the Company are listed.

The above annual reports and interim reports are prepared in accordance with relevant laws, administrative regulations, the CSRC and the securities regulatory rules of the place where the shares of the Company are listed.

Article 152 The Company shall not keep accounts other than those required by law. The Company's capital is not stored in accounts opened in the name of any individual.

Article 153 When distributing the after-tax profits of the current year, the Company shall allocate 10% of the profits into its statutory reserve. If the accumulated amount of the Company's statutory reserve reaches more than 50% of the Company's registered capital, no further appropriation can be made.

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

After setting aside the statutory reserve fund from the after-tax profits, the Company may also allocate discretionary reserve fund from the after-tax profits upon the resolution of the shareholders' general meeting.

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

If the shareholders' general meeting, in violation of the provisions of the Company Law and makes allocations to the statutory reserve fund, the shareholders shall return the profits distributed in violation of the provisions to the Company. Where any loss is incurred by the Company, the relevant shareholders and liable directors and senior management officers shall bear compensation liability.

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

The Company shall appoint one or more receiving agents for H shareholders in Hong Kong. The receiving agent shall receive and keep on behalf of the relevant H shareholders dividends distributed and other monies payable by the Company in respect of H shares pending payment to such H shareholders. The receiving agents appointed by the Company shall comply with the requirements of laws and regulations and the securities regulatory rules of the place where the shares of the Company are listed.

Article 154 The Company's reserve fund shall be used to make up for the Company's losses, expand the Company's production and operation or increase the Company's registered capital.

If the Company utilises surplus reserves to offset operating losses, the discretionary surplus reserves and statutory surplus reserves shall be utilised first. If such reserves remain insufficient to cover all losses, the capital surplus reserves may be utilised in accordance with the provisions.

When the statutory reserve fund is converted into increased registered capital, the retained reserve fund shall not be less than 25% of the registered capital of the Company before the conversion.

Article 155 After the profit distribution plan is resolved at the shareholders' general meeting of the Company, or after the board of directors of the Company has formulated a specific plan in accordance with the conditions and caps of the interim dividend for the next year considered and approved at the annual general meeting, the Company shall complete the distribution of dividends (or shares) within two months.

Article 156 The Company implements a proactive profit distribution policy and strictly complies with the following provisions:

(1) Principle of profit distribution

The Company's profit distribution shall attach importance to reasonable investment returns to investors, maintain the continuity and stability of profit distribution, and comply with relevant provisions of laws and regulations; the Company's profit distribution shall not exceed the scope of accumulated distributable profit and shall not harm the Company's ability to continue as a going concern.

(2) Forms of profit distribution

The Company may distribute profits by a combination of cash, shares, cash and shares or other methods permitted by laws, regulations and securities regulatory rules of the place where the shares of the Company are listed. If the Company meets the conditions for cash dividends, it shall give priority to cash dividends for profit distribution.

At the same time, the Company may distribute profit in the form of shares based on the accumulated distributable profit, reserve fund and cash flow conditions, and on the premise of ensuring sufficient cash dividends and the reasonable scale of the Company's share capital, taking into account the Company's growth, dilution of net assets per share and other reasonable factors. The specific proportion shall be submitted to the shareholders' general meeting for consideration and approval after being considered and approved by the board of directors of the Company.

(3) Decision-making mechanism and procedures for the specific profit distribution plan

The profit distribution plan of the Company shall be formulated by the board of directors and submitted to the shareholders' general meeting for approval after being considered and approved by the board of directors. When formulating and reviewing the Company's profit distribution files, the board of directors and the shareholders' general meeting shall fully consider the opinions of public shareholders through multiple channels, including but not limited to email, telephone, facsimile and on-site reception.

SECTION 2 INTERNAL AUDIT

Article 157 The Company implements an internal audit system that clearly specifies the leadership framework, duties and authority, staffing arrangements, funding guarantee, utilisation of audit results and accountability mechanisms for internal audit work. The internal audit system of the Company shall take effect upon approval by the board of directors.

Article 158 The Company's internal audit department shall conduct supervision and inspection covering the Company's business operations, risk management, internal control systems and financial information.

Article 159 The internal audit department shall report and be accountable to the board of directors.

When conducting supervision and inspection over the Company's business operations, risk management, internal control systems and financial information, the internal audit department shall accept supervision and guidance from the audit committee. If the internal audit department identifies any material relevant issues or indicators, it shall immediately submit a direct report to the audit committee.

Article 160 The internal audit department shall be responsible for organizing and implementing the Company's internal control evaluation. The Company shall compile its annual internal control evaluation report based on the evaluation report issued by the internal audit department and reviewed by the audit committee, together with all supporting documentation.

Article 161 The internal audit department shall fully cooperate with the audit committee and provide all necessary support and assistance when the audit committee communicates with external audit bodies, including appointed accounting firms and state audit authorities.

Article 162 The audit committee shall participate in the performance appraisal of the head of the internal audit department.

SECTION 3 APPOINTMENT OF ACCOUNTING FIRMS

Article 163 The Company shall appoint an accounting firm that complies with the Securities Law and the securities regulatory rules of the place where the shares of the Company are listed to audit the accounting statements, verify the net assets and provide other relevant consulting services for a term of one year and may be re-appointed.

Article 164 The appointment, removal or non-reappointment of an accounting firm by the Company shall be decided by the shareholders' general meeting, and the board of directors shall not appoint an accounting firm before the decision of the shareholders' general meeting.

Article 165 The Company guarantees to provide the engaged accounting firm with true and complete accounting certificates, accounting books, financial and accounting reports and other accounting information, and shall not refuse, conceal or falsify such documents.

Article 166 The audit fees of the accounting firm shall be determined by the shareholders' general meeting.

Article 167 The removal or non-reappointment of an accounting firm shall be decided upon by the shareholders' general meeting, and the accounting firm shall be notified at least ten days in advance. The accounting firm shall be granted the opportunity to present its views when the shareholders' general meeting holds a vote on its dismissal.

Where the accounting firm tenders its resignation, it shall explain to the shareholders' general meeting whether there is any irregularity in the Company.

CHAPTER 8 NOTICE AND ANNOUNCEMENT

SECTION 1 NOTICE

Article 168 Notices of the Company shall be given in the following manner:

(1) by hand;

(2) by post;

(3) by electronic means such as email or information carriers;

(4) by publishing on the websites designated by the Company and the Hong Kong Stock Exchange, subject to the laws, administrative regulations and securities regulatory rules of the place where the shares of the Company are listed;

(5) by way of announcement;

(6) other forms agreed by the Company or the person to whom the notice is given in advance or recognized by the person to whom the notice is given after receiving the notice;

(7) other forms prescribed by laws, administrative regulations, departmental rules, securities supervision rules of the place where the shares of the Company are listed or these Articles of Association.

Article 169 The notice of convening a shareholders' general meeting of the Company shall be made by way of announcement in compliance with the requirements of the securities regulatory rules of the place where the shares of the Company are listed.

Article 170 The notice of convening a board meeting shall be delivered to each director by hand, by post or by email or by telephone.

Article 171 Where a notice of the Company is sent by email, the date of sending the email shall be the date of service; where a notice of the Company is sent by personal delivery, the addressee shall sign (or seal) on the return receipt, and the date of receipt by the addressee shall be the date of service; where a notice of the Company is sent by post, the date of service shall be the tenth working day from the date of delivery to the post office; where a notice of the Company is made by announcement, all relevant persons shall be deemed to have received the notice once it is announced.

Article 172 If the listing rules of the place where the shares of the Company are listed require the Company to send, post, distribute, issue, announce or otherwise provide relevant documents of the Company in both English and Chinese versions, if the Company has made appropriate arrangements to determine whether its shareholders wish to receive the English version only or the Chinese version only, and to the extent permitted by applicable laws and regulations and in accordance with applicable laws and regulations, the Company may (in accordance with the instructions from shareholders) send the English version only or the Chinese version only to relevant shareholders.

Article 173 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 meeting and the resolutions passed at the meeting.

SECTION 2 ANNOUNCEMENT

Article 174 The Company shall designate media/websites recognized by the stock exchange where the shares of the Company are listed to publish announcements and other media requiring disclosure of information.

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

SECTION 1 MERGER, DIVISION, CAPITAL INCREASE AND CAPITAL REDUCTION

Article 175 The merger of the Company may take the form of absorption or establishment of a new merger.

The absorption of other companies by a company is a merger by absorption and the absorbed company is dissolved. Two or more companies merged to establish a new company, and the parties to the merger were dissolved.

Article 176 If the total consideration payable for a corporate merger does not exceed 10% of the Company's net assets, the merger may proceed without a resolution of the shareholders' general meeting, unless otherwise stipulated in these Articles of Association. Any merger implemented without a shareholders' resolution pursuant to the foregoing paragraph shall be approved by a resolution of the board of directors.

Article 177 In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days from the date of the Company's merger resolution which is passed and shall publish a public notice in media recognized by the stock exchange where the shares of the Company are listed or the National Enterprise Credit Information Publicity System within thirty days and publish a relevant notice (if needed) in accordance with the securities regulatory rules of the place where the shares of the Company are listed.

The creditors may require the Company to repay its debts or provide corresponding guarantees within thirty days from the date of receipt of the notice or within forty-five days from the date of announcement if the creditors have not received the notice.

Article 178 Upon the merger of the Company, the claims and debts of the parties to the merger shall be assumed by the company which survives the merger or the newly established company.

Article 179 The Company is divided and its asset is divided accordingly.

When the Company is divided, a balance sheet and an inventory of assets shall be prepared. The Company shall notify its creditors within ten days from the date of the resolution on division and shall make an announcement in media recognized by the stock exchange where the shares of the Company are listed or the National Enterprise Credit Information Publicity System within thirty days and publish a relevant notice (if needed) in accordance with the securities regulatory rules of the place where the shares of the Company are listed.

Article 180 The post-division companies shall be jointly and severally liable for the debts of the Company prior to the division. However, unless otherwise stipulated in the written agreement entered into between the Company and its creditors in relation to the settlement of debts prior to the division.

Article 181 When the Company reduces its registered capital, it shall prepare a balance sheet and an inventory of assets.

The Company shall notify its creditors within ten days from the date of the resolution on reduction of registered capital and shall make an announcement in media recognized by the stock exchange where the shares of the Company are listed or the National Enterprise Credit Information Publicity System within thirty days and publish a relevant notice (if needed) in accordance with the securities regulatory rules of the place where the shares of the Company are listed. The creditors shall have the right to require the Company to repay its debts or provide corresponding guarantees within thirty days from the date of receipt of the notice or within forty-five days from the date of announcement if the creditors have not received the notice.

When the Company reduces its registered capital, it shall reduce the capital contributions or shares proportionally to the shareholders' shareholdings, unless the shareholders' general meeting resolves otherwise.

Article 182 If losses are not offset after the Company utilises reserves to cover losses in accordance with paragraph 2 of Article 154 of these Articles of Association, the Company may reduce its registered capital to cover the outstanding losses. Where registered capital is reduced to offset losses, the Company shall not distribute any profits to shareholders and shall not exempt any shareholder from the obligation to pay subscribed capital or share monies.

Paragraph 2 of Article 181 of these Articles of Association shall not apply to any registered capital reduction implemented pursuant to the preceding paragraph. Nonetheless, the Company shall publish an announcement via media recognized by the stock exchange where the shares of the Company are listed or through the National Enterprise Credit Information Publicity System within 30 days of the date on which the shareholders' general meeting passes the capital reduction resolution, and publish a relevant notice (if needed) in accordance with the securities regulatory rules of the place where the shares of the Company are listed.

After any registered capital reduction implemented pursuant to the preceding two paragraphs, the Company shall not distribute profits until the aggregate balance of statutory surplus reserves and discretionary surplus reserves reaches 50% of the Company's registered capital.

Article 183 If any registered capital reduction is implemented in violation of the Company Law and other relevant provisions, all shareholders shall refund any monies they have received as a result of the reduction; if any shareholder's capital contribution obligation has been exempted, the original contribution obligation shall be reinstated. If any loss is caused to the Company, the relevant shareholders and liable directors and senior management officers shall bear compensation liability.

Article 184 Shareholders are not entitled to preemptive subscription rights when the Company issues new shares to increase its registered capital, unless otherwise stipulated in these Articles of Association or the shareholders' general meeting passes a resolution granting preemptive subscription rights to shareholders.

Article 185 Where there is a merger or division of the Company and a change in the registered particulars, the change shall be registered with the company registration authority in accordance with the law. Where the Company is dissolved, it shall be deregistered in accordance with the law. Where a new company is established, such establishment shall be registered in accordance with the law.

Any increase or decrease in the registered capital of the Company shall be registered with the company registration authority in accordance with the laws.

SECTION 2 DISSOLUTION AND LIQUIDATION

Article 186 The Company shall be dissolved for the following reasons:

(1) the expiry of operating period stipulated in these Articles of Association or the occurrence of other reasons for dissolution specified in these Articles of Association;

(2) a resolution that the dissolution is passed by shareholders at a shareholders' general meeting;

(3) dissolution is necessary due to a merger or de-merger of the Company;

(4) the business license has been suspended, ordered to be closed or revoked in accordance with the law;

(5) The Company meets with great difficulties in its operation and management and its continuation may incur great loss to the interest of the shareholders, it cannot be resolved by other means and the shareholders holding more than 10% of the voting share may petition to the people's court for its dissolution.

If any dissolution ground specified in the preceding paragraph arises, the Company shall disclose such dissolution ground via the National Enterprise Credit Information Publicity System within 10 days.

Article 187 The Company may continue to exist by amending these Articles of Association or with the approval of a shareholders' general meeting under the circumstance set out in Article 186(1) and (2) of these Articles of Association and where assets have not been distributed to the shareholders yet.

Any amendment to these Articles of Association in accordance with the preceding paragraph or resolutions of a shareholders' general meeting shall be approved by more than two-thirds of the voting rights held by the shareholders attending the shareholders' general meeting.

Article 188 Where the Company is dissolved under the provisions of Article 186(1), (2), (4) and (5) of these Articles of Association, liquidation shall be carried out. Directors are obliged to carry out the liquidation, and a liquidation committee shall be established and the liquidation shall commence within 15 days from the date of occurrence of the cause of dissolution. The liquidation committee shall be composed of directors unless otherwise stipulated in these Articles of Association or the shareholders' general meeting resolves to appoint other persons as liquidators. If a person responsible for liquidation fails to perform liquidation duties in a timely manner and causes loss to the Company or its creditors, such person shall bear compensation liability.

Article 189 During the liquidation period, the liquidation committee shall exercise the following functions and powers:

(1) to categorize the Company's assets and prepare a balance sheet and an inventory of assets respectively;

(2) to notify the creditors or to publish public announcements;

(3) to dispose of and liquidate any unfinished businesses of the Company;

(4) to pay all outstanding taxes and taxes arising from the liquidation process;

(5) to settle claims and debts;

(6) to distribute the surplus assets remaining after repayment by the Company of its debts;

(7) to represent the Company in any civil proceedings.

Article 190 The liquidation committee shall notify the creditors within 10 days from the date of its establishment and shall make an announcement in media recognized by the stock exchange where the shares of the Company are listed or the National Enterprise Credit Information Publicity System within 60 days. Creditors shall declare their claims to the liquidation committee within 30 days after receiving the notice or within 45 days after the announcement if they have not received the notice.

Creditors who declare their claims shall explain the relevant matters of their claims and provide supporting materials. The liquidation committee shall register the creditor's rights.

During the liquidation period, the liquidation committee shall not settle any debt with the creditor.

Article 191 After it has categorized the Company's assets and after it has prepared the balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a shareholders' general meeting or to the People's Court for confirmation.

The remaining assets of the Company shall, after having paid the liquidation expense, salary of the staff, social insurance expense and the statutory compensation, the tax arrears and settled the Company's debt, be distributed in accordance with the proportion of shares held by the shareholders of the Company.

During the liquidation period, the Company continues to exist but cannot carry out business activities unrelated to the liquidation. The assets of the Company shall not be distributed to the shareholders before repayment in accordance with the preceding paragraph.

Article 192 If the liquidation committee, after clearing up the Company's assets and preparing a balance sheet and an inventory of assets, finds that the Company's assets are insufficient to pay its debts in full, it shall apply to the People's Court for bankruptcy and liquidation in accordance with the law.

After the bankruptcy petition is accepted by the People's Court, the liquidation committee shall transfer all matters arising from the liquidation to the administrator designated by People's Court.

Article 193 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, submitted to the shareholders' general meeting or the People's Court for confirmation, submit to the companies registration authority and apply for cancellation of registration of the Company.

Article 194 Members of the liquidation committee shall perform liquidation duties, owe a duty of loyalty and a duty of care.

If any member of the liquidation committee fails to diligently perform liquidation duties and causes loss to the Company, such member shall bear compensation liability; Members of the liquidation committee shall be liable for compensating the creditors for any loss arising from their intentional or gross negligence.

Article 195 Where the Company is declared bankrupt in accordance with the law, bankruptcy liquidation shall be carried out in accordance with the law on enterprise bankruptcy.

CHAPTER 10 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 196 The Company shall amend these Articles of Association on the occurrence of any of the following events:

(1) the Company Law or the relevant laws, administrative regulations, departmental rules and securities regulatory rules of the place where the shares of the Company are listed are amended and these Articles of Association are in conflict with the amended laws, administrative regulations, departmental rules and securities regulatory rules of the place where the shares of the Company are listed;

(2) there is change to the Company which makes it not consistent with these Articles of Association;

(3) it has been approved by the shareholders in a shareholders' general meeting to amend these Articles of Association.

Article 197 If the amendment of these Articles of Association passed by the resolution of the shareholders' general meeting needs to be approved by the competent authorities, it shall be submitted to the competent authorities for approval. If there is any change concerning the registration of the Company, application shall be made for change in registration in accordance with law.

Article 198 The board of directors shall amend these Articles of Association in accordance with the resolution of the shareholders' general meeting to amend these Articles of Association and the approval opinions of relevant authorities (if any).

Article 199 The amendments to these Articles of Association are information required to be disclosed by laws and regulations and the securities regulatory rules of the place where the shares of the Company are listed and shall be announced as required.

CHAPTER 11 SUPPLEMENTARY

Article 200 Definitions

(1) A controlling shareholder is a shareholder holding more than 50% of the Company's total issued share capital or a shareholder whose voting rights attached to its shareholdings, while not exceeding 50% of total voting rights, are sufficient to exert a material impact on all resolutions of the shareholders' general meeting.

(2) de facto controllers refer to natural persons, legal entities, or other organizations which can actually control the acts of the Company through investment relations, agreements or other arrangements.

(3) related relationship refers to the relationship between the Company's controlling shareholder, de facto controller, directors, senior management personnel and the enterprises directly or indirectly controlled by them, as well as other relationships that may lead to the transfer of the Company's interests and the definition of related relationship stipulated in the Hong Kong Listing Rules. However, enterprises controlled by the State are not related to one another as they are controlled by the State.

Article 201 These Articles of Association are written in Chinese. If there is any inconsistency between these Articles of Association in any other language or of different versions, the latest Chinese version of these Articles of Association approved and registered by the State Administration for Market Regulation shall prevail.

Article 202 The expressions of "above" and "within" shall include the figures mentioned whilst the expressions of "more than", "less than", "higher than" and "over" shall not include the figures mentioned.

Article 203 These Article of Association shall take effect after being considered and approved by the Company's shareholders' general meeting, and the right to interpret these Articles of Association vests with the board of directors of the Company.

Nanjing Sinolife United Company Limited

2026