

B&K CORPORATION LIMITED

Articles of Association

(Applicable for the initial public offering of H Shares)

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CHAPTER 1 GENERAL PROVISIONS

Article 1 To safeguard the legal interests of B&K Corporation Limited (the “**Company**”) and its shareholders, employees and creditors and to regulate the organization and behaviors of the Company, the Articles of Association are formulated in accordance with the Company Law of the PRC (the “**Company Law**”), the Securities Law of the PRC (the “**Securities Law**”), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (the “**Overseas Offering and Listing Administrative Measures**”), the Accounting Law of the PRC, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), and other laws, regulations, departmental rules, normative documents and relevant regulations imposed by the Hong Kong securities regulatory institutions.

Article 2 The Company is a joint stock limited company established through restructuring of B&K Corporation Limited, according to the Company Law and other relevant laws, administrative regulations, departmental rules, normative documents and relevant regulations imposed by the regulatory authorities of the People’s Republic of China (“**China**” or “**PRC**”, for the purpose of these Articles of Association, excluding the Hong Kong Special Administrative Region of the PRC (“**Hong Kong**”), the Macau Special Administrative Region of the PRC (“**Macau**”) and Taiwan region of the PRC). The Company was established on April 24, 2012, and is now registered with the Qingdao Administration for Market Regulation, having obtained a business license with the Unified Social Credit Code of 91110116593807255Y.

Article 3 The Company filed with the China Securities Regulatory Commission (the “**CSRC**”) on December 27, 2024 to issue not exceeding 38,337,000 overseas-listed ordinary shares (“**H Share(s)**”) which were listed on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) on December 22, 2025.

Article 4 The registered name of the Company
Chinese name: 青城新藥生物科技(青島)股份有限公司
English name: B&K Corporation Limited

Article 5 The Company’s domicile
Address of Domicile: Room 1507, Building 1, Xiexin Center, No. 19 Qinling Road, Laoshan District, Qingdao, Shandong Province
Postcode: 266061

Article 6 Upon the completion of the initial public offering of H Shares, the shares of the Company consist of 117,657,522 ordinary shares, including 83,022,145 H Shares (accounting for approximately 70.56% of the total number of the ordinary shares of the Company) and 34,635,377 shares other than H Shares (accounting for approximately 29.44% of the total number of the ordinary shares of the Company).

Article 7 The Company is a joint stock limited company, with a business term commencing from April 24, 2012 to long-term.

Article 8 The chairman of the Board shall be the legal representative of the Company.

Where the director serving as the legal representative resigns, he/she shall be deemed to have resigned from the position of legal representative simultaneously.

Where the legal representative resigns, the Company shall determine a new legal representative within thirty days from the date of such resignation of the legal representative.

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

Any restrictions on the authority of the legal representative as stipulated in the Articles of Association or by the General Meetings shall not be used against a bona fide counterparty.

Where the legal representative causes damage to any other person in the performance of his/her duties, the Company shall assume civil liability for such damage. The Company may, after assuming such civil liability, claim reimbursement from the legal representative at fault in accordance with the laws or the Articles of Association.

Article 10 The shareholders' liabilities to the Company are limited to the shares subscribed by them. The Company shall be held liable for its debts with all its assets.

Article 11 These Articles of Association, upon becoming effective, shall become a legally binding document governing the organization and conduct of the Company, and the rights and obligations between the Company and its shareholders and among shareholders, and shall be legally binding on the Company, shareholders, directors and senior management. According to these Articles of Association, shareholders may sue other shareholders, the Company's directors, senior management and the Company. The Company may sue shareholders, directors and senior management.

Article 12 Senior management referred to in these Articles of Association shall refer to, among others, the general managers, the president, the deputy general managers, the chief financial officer and secretary to the Board.

Article 13 The Company shall establish an organization of the Communist Party and carry out activities thereof in accordance with the provisions of the Constitution of the Communist Party of China. The Company shall provide necessary conditions for the activities of the party organization.

CHAPTER 2 BUSINESS OBJECTIVES AND SCOPE

Article 14 The business objective of the Company: to drive health through innovation, committing itself to the research and development of advanced biopharmaceutical products that address global health challenges. Our goal is to combat major diseases through scientific breakthroughs while upholding social responsibility and ensuring equitable access to healthcare solutions. Our growth and success are firmly aligned with the enhancement of shareholder value and the promotion of societal well-being.

Article 15 As registered in accordance with the law, the business scope of the Company is: General items: Technology services, technology development, technology consultation, technology exchanges, technology transfer, technology promotion; social and economic consulting services; sales of Class I medical devices; sales of Class II medical devices; wholesale of cosmetics; retail of cosmetics; sales of daily necessities; production of Class I medical devices (limited to operation by its branches); medical research and experimental development; sales of specialty chemical products (excluding hazardous chemicals); import and export of goods; import and export of technologies; manufacturing of specialty chemical products (excluding hazardous chemicals) (limited to operation by its branches). (Conduct business activities independently according to the law with the business license, except for the items subject to approval by law): Production of Class II medical devices (limited to operation by its branches); production of Class III medical devices (limited to operation by its branches); contract manufacturing of pharmaceutical products (limited to operation by its branches); distribution of Class III medical devices; production of cosmetics (limited to operation by its branches); production of pharmaceutical products (limited to operation by its branches); import and export of pharmaceutical products; retail of pharmaceutical products; wholesale of pharmaceutical products. (For items subject to approval in accordance with the laws, operating activities can only be conducted upon approval by relevant authorities, and specific business items are subject to the approval documents or licenses issued by the relevant departments)

CHAPTER 3 SHARES AND REGISTERED CAPITAL

Section 1 Issuance of Shares

Article 16 Shares of the Company shall take the form of registered share certificates.

Where the share capital of the Company includes shares with no voting rights, the words “non-voting” shall be added to the name of such shares. If the share capital includes shares with different voting rights, the words “with restricted voting rights” or “with limited voting rights” shall be added to the name of each class of shares (other than those with the most preferential voting rights).

Article 17 The shares shall be issued on an open, fair and equitable basis. Shares of the same class shall rank pari passu in all respects among each other. For the same class of shares issued at the same time, the conditions and price of issue for each share shall be identical; the price for each of the shares subscribed by subscribers shall be identical.

H Shares and shares other than H Shares issued by the Company shall have the same right in any distribution of dividend or other forms of distributions. The Company shall not exercise any right to freeze or otherwise damage the rights attached to any shares directly or indirectly held by any person only on the ground that the said person has not disclosed his/her equity to the Company.

Article 18 All shares issued by the Company shall have par values, with each share having a par value of RMB1 and denominated in RMB.

The Company shall have ordinary shares at all times.

Article 19 Ordinary shares issued by the Company and listed on the Hong Kong Stock Exchange shall be referred to as H Shares. Ordinary shares issued by the Company (other than H Shares) shall be referred to as shares other than H Shares.

Holders of shares other than H Shares and holders of H Shares are both ordinary shareholders.

Upon the completion of overseas offering and listing of the Company’s shares, the shareholders of the Company may list and trade their unlisted shares overseas to the extent permitted by relevant laws, administrative regulations and departmental rules, subject to filing with

the securities regulatory authorities of the State Council and other relevant regulatory authorities. Listing and trading of such shares on overseas stock exchange(s) shall also comply with the regulatory procedures, provisions and requirements of overseas securities market(s).

The conversion of the aforesaid unlisted shares into overseas listed shares and their listing and trading on an overseas stock exchange does not require review and approval by the general meeting; it shall be reviewed and approved by the Board, which shall also make the implementation arrangements.

The H Shares issued by the Company are mainly deposited in the nominee companies subordinate to Hong Kong Securities Clearing Company Limited. The shares other than H Shares issued by the Company shall be deposited in China Securities Depository and Clearing Co., Ltd. in a centralised way.

Article 20 The Company is a joint stock limited company sponsored by 11 sponsors and established through restructuring of B&K Corporation Limited. The total number of shares issued at the time of incorporation of the Company is 100,008,722 shares, with a par value of RMB1 each. The sponsors of the Company, the number of shares subscribed for, proportion of shareholding and the method of capital contribution are as follows:

No.	Name of sponsors	Number of shares subscribed for (Shares)	Proportion of shareholding (%)	Method of capital contribution
1	JIA Lijia	19,540,937	19.5392%	Shares converted from net assets
2	WANG Kelong	17,980,000	17.9784%	Shares converted from net assets
3	ZHANG Hongbo	17,475,000	17.4735%	Shares converted from net assets
4	LI Gewei	12,000,000	11.9990%	Shares converted from net assets
5	Qingdao Hitech Industry Development Co., Ltd.	9,090,793	9.0900%	Shares converted from net assets
6	Qingdao Huaren Gongchuang Corporate Management Consultancy Partnership (Limited Partnership)	8,000,000	7.9993%	Shares converted from net assets
7	SONG Jianqing	5,760,000	5.7595%	Shares converted from net assets
8	Hainan Huaren Gongying Corporate Management Consultancy Partnership (Limited Partnership)	4,785,000	4.7846%	Shares converted from net assets
9	Qingdao CDH Shuangbai Equity Investment Partnership (Limited Partnership)	3,033,680	3.0334%	Shares converted from net assets

No.	Name of sponsors	Number of shares subscribed for (Shares)	Proportion of shareholding (%)	Method of capital contribution
10	Jiaxing CDH Zhaoyun Equity Investment Partnership (Limited Partnership)	1,799,562	1.7994%	Shares converted from net assets
11	ZHANG Hong	543,750	0.5437%	Shares converted from net assets
Total		100,008,722	100.00%	—

Article 21 The registered capital of the Company is RMB117,657,522, and the total number of issued shares is 117,657,522 shares, all of which are ordinary shares, including 34,635,377 unlisted shares and 83,022,145 H Shares, with a par value of RMB1 each.

Article 22 The Company or subsidiaries of the Company (including the affiliated entities of the Company) shall not provide any financial assistance in the form of gift, advancement, guarantee, borrowings or otherwise, to others for acquiring shares of the Company or its parent company, except for the implementation of employee stock ownership plans by the Company.

For the benefit of the Company, upon a resolution of the general meetings, or a resolution made by the Board of Directors in accordance with the Articles of Association or authorization by the general meetings, the Company may provide financial assistance to others for acquiring shares of the Company or its parent Company, provided that the cumulative total of financial assistance shall not exceed ten percent of the total issued share capital. A resolution of the Board of Directors shall be passed by more than 2/3 of all directors.

Where the Company or its subsidiaries (including the Company's affiliated enterprises) commit the acts specified in this Article, they shall comply with the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the provisions of relevant regulatory authorities.

Section 2 Increase, Reduction and Repurchase of Shares

Article 23 The Company may, based on its business and development needs and in accordance with laws and regulations, increase its capital in the following ways, subject to separate resolutions of the general meeting:

- (I) offering of shares to non-specific targets;

- (II) offering of shares to specific targets;
- (III) distributing bonus shares to its existing shareholders;
- (IV) conversion of reserve fund into share capital;
- (V) other means as stipulated by laws, administrative regulations, the Hong Kong Listing Rules or by relevant regulatory authorities such as the CSRC.

The Company's increase in capital by issuing new shares shall be carried out in accordance with the procedures stipulated by relevant laws and administrative regulations of the State, the Hong Kong Listing Rules, and these Articles of Association.

If the general meeting authorizes the Board of Directors to decide on the issuance of new shares by way of a general mandate under the Hong Kong Listing Rules, the resolution of the Board of Directors shall be approved by more than two-thirds of all directors.

Article 24 The Company may reduce its registered capital. The Company shall reduce its registered capital in accordance with the procedures stipulated in the Company Law, the Hong Kong Listing Rules and other relevant regulations and these Articles of Association.

Article 25 The Company shall not acquire its own shares. However, exceptions are made in any of the following cases:

- (I) reducing the registered capital of the Company;
- (II) merging with another company that holds shares in the Company;
- (III) using shares for employee stock ownership plan or equity incentives;
- (IV) shareholders who object to resolutions of the general meeting on merger or division of the Company requesting the Company to buy back their shares;
- (V) using the shares for conversion of corporate bonds issued by the Company which are convertible into shares;
- (VI) where it is necessary for the Company to preserve its value and shareholders' interest;
- (VII) other circumstances permitted by laws, administrative regulations, the Hong Kong Listing Rules and other relevant requirements.

Article 26 The Company may acquire its shares through public centralised trading or other methods recognised by laws, administrative regulations, the CSRC and the security regulatory authorities where the Company's shares are listed.

Where the Company repurchases its shares under the circumstances set out in items (III), (V) and (VI) of the first paragraph of Article 25 hereof, the Company shall repurchase its shares through public centralised trading and comply with applicable laws and regulations, and relevant regulations imposed by the CSRC and the Hong Kong securities regulatory institutions.

Article 27 Where the Company repurchases its shares under the circumstances set out in items (I) and (II) of the first paragraph of Article 25 hereof, a resolution shall be passed at the general meeting. Where the Company repurchases its shares under the circumstances set out in items (III), (V) and (VI) of the first paragraph of Article 25 hereof, a resolution may be passed at a Board meeting attended by more than two-thirds of the directors in accordance with the provisions of these Articles of Association or as authorised by the general meeting.

In the event that the Company repurchases its shares in accordance with the first paragraph of Article 25 hereof, such shares shall be cancelled within 10 days upon such repurchase in the circumstance set out in paragraph (I); shall be transferred or cancelled within 6 months in the circumstances set out in paragraphs (II) and (IV); the aggregate number of shares held by the Company shall not exceed 10% of the total issued H shares of the Company, and shall be transferred or cancelled within 3 years in the circumstances set out in paragraphs (III), (V) and (VI). Where the laws, regulations and the security regulatory authorities in the place where the Company's shares are listed have separate provisions on the relevant matters involved in the share repurchase, those provisions shall prevail.

When repurchasing its own shares in accordance with the law, the Company shall also comply with all other relevant provisions of applicable laws, administrative regulations, and the Hong Kong Listing Rules, and shall promptly apply to the company registration authority for registration of changes to its registered capital.

Section 3 Transfer of Shares

Article 28 Instrument of transfer and other documents relating to or affecting the ownership of any H Share shall be registered with the local stock registration institution in Hong Kong entrusted by the Company.

H Shares of the Company are listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited, and the shares of the Company shall be transferred in accordance with the law. All transfers of H Shares shall be made by transfer document in writing in a general or

common form or in any other form acceptable to the Board, including the standard transfer form or form of transfer specified by the Hong Kong Stock Exchange from time to time; the transfer document in writing may be signed by hand or (where the transferor or transferee is a corporation) stamped with the company's valid seal. If the transferor or transferee is a recognized clearing house as defined in the relevant ordinances in force from time to time under the laws of Hong Kong (hereinafter referred to as a “**Recognized Clearing House**”) or its nominee, the transfer document in writing may be signed by hand or in printed form. All instruments of transfer shall be deposited at the legal address of the Company or such other places specified by the Board from time to time.

Article 29 The Company will not accept any pledge with its shares as the subject.

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

Directors, and senior management members of the Company shall declare to the Company the shares of the Company held and any changes thereof, and shall not transfer more than 25% of the total number of shares of the same class of the Company held by them each year during their terms of office as confirmed at the time of assuming the position. Shares of the Company held shall not be transferred within one year from the date on which the shares of the Company are listed and traded. The above personnel shall not transfer the shares of the Company held by them within half a year after they leave the Company.

If there are other requirements for the transfer of the Company's shares held by shareholders imposed by the laws, administrative regulations, Hong Kong securities regulatory rules and the securities regulatory authorities, such requirements shall prevail.

Where the shares are pledged within the time limit for transfer prescribed by laws or administrative regulations, the pledgee may not exercise the pledge right within the time limit for transfer.

Article 31 If shareholders holding more than 5% shares of the Company, directors and senior management members sell the shares of the Company held by them or other securities with an equity nature within six months after buying the same or buy shares or securities within six months after selling the same, the earnings arising therefrom shall belong to the Company and the Board of the Company shall recover such earnings. However, the restriction shall not apply to cases where a securities company holds more than 5% shares as a result of its purchase and underwriting of the untaken shares after offering or other circumstance stipulated by CSRC.

The shares or other securities with an equity nature held by directors, senior management members and natural person shareholders referred to in the preceding paragraph include the shares or other securities with an equity nature held by their spouses, parents and children, as well as those held by using others' accounts.

If the Board of the Company does not comply with the provision of the preceding paragraph, the shareholders have the right to request the Board to do so within 30 days. If the Board of the Company does not enforce such right within the aforesaid period, the shareholders are entitled to commence litigations directly in the people's court in their own names for the interests of the Company.

If the Board of the Company does not enforce the provision of the first paragraph of this Article, the responsible directors shall assume joint and several liability in accordance with the laws.

If the transfer restrictions under this Article involve H Shares, the relevant requirements of the Hong Kong securities regulatory authorities must be complied with.

CHAPTER 4 SHAREHOLDERS AND GENERAL MEETINGS

Section 1 Shareholders

Article 32 The Company shall establish a register of members in accordance with the evidence provided by the securities registration and clearing authority, and the register of members shall be sufficient evidence of the shareholders' shareholdings in the Company. Shareholders shall enjoy the rights and assume the obligations in accordance with the class of shares he/she holds; shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations. H Share register of members shall be kept in Hong Kong and available for inspection by shareholders. The Company may suspend the registration of shareholders in accordance with applicable laws and regulations (including Section 632 of the Companies Ordinance) and the securities regulatory rules of the place where the Company's shares are listed. Applications for the replacement of lost share certificates by shareholders of H Shares may be handled pursuant to the laws, regulations of the stock exchange or other relevant requirements of the place where the original H Share register of member is kept.

Article 33 For joint shareholders of any shares, only the joint shareholder whose name appears first in the register of members is entitled to accept the certificate for the relevant shares from the Company, and receive notices of the Company, and any notice delivered to the aforesaid shareholder shall be deemed to have been delivered to all the joint shareholders of the relevant shares. Any joint shareholder may sign the proxy form, provided that if more than one joint

shareholder is present in person or by proxy, the vote taken by the joint shareholder with higher priority, whether in person or by proxy, shall be accepted as the only vote on behalf of the remaining joint shareholders. In this regard, the priority of shareholders shall be determined by the ranking of joint holders in the Company's register of members in relation to the relevant shares.

Article 34 When the Company convenes a general meeting, distributes dividends, conducts liquidation and engages in other activities that require the confirmation of the identity of shareholders, the Board or the convener of the general meeting shall determine the record date, and shareholders whose names appear on the register of shareholders after the close of trading on the record date shall be the shareholders entitled to relevant interests.

Article 35 Shareholders of the Company shall enjoy the following rights:

- (I) to receive dividends and other forms of profit distributions in proportion to the number of shares held by them;
- (II) to request to convene, summon, preside over, attend or appoint a proxy to attend general meetings and speak at the general meetings in accordance with the laws, and to exercise the corresponding voting rights (except in cases where a shareholder is required by the securities regulatory rules of the place where the Company's shares are listed to abstain from voting on a particular matter);
- (III) to supervise the operation of the Company, making suggestions or enquiries;
- (IV) to transfer, give or pledge the shares held by them in accordance with the laws, administrative regulations, the relevant requirements of the securities regulatory authorities and the requirements of these Articles of Association;
- (V) to review and duplicate the Articles of Association, the register of members, minutes of general meetings, resolutions of the Board meetings and financial and accounting reports; shareholders who meet the prescribed requirements may inspect the Company's accounting books and accounting vouchers;
- (VI) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in proportion to the number of shares held by them;
- (VII) to request the Company to repurchase the shares if shareholders objecting to resolutions of the general meeting concerning merger or division of the Company;

(VIII) to enjoy other rights stipulated by laws, administrative regulations, departmental rules, normative documents, the listing regulatory rules of the place where the Company's shares are listed or these Articles of Association.

Article 36 If the content of any resolution of the general meeting or the Board meeting is in violation of laws and administrative regulations, the shareholders shall be entitled to request the people's court to invalidate the said resolution.

If the convening procedure or voting method of the general meeting or the Board meeting is in violation of laws, administrative regulations or these Articles of Association, or if the content of any resolution is in violation of these Articles of Association, the shareholders shall be entitled to request the people's court for revocation within 60 days from the date the resolution is adopted. However, this shall not apply when there are only minor defects in the convening procedures or voting method of the general meeting or meeting of the Board, which do not materially affect the resolution. Where the Board, shareholders and other stakeholders 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 judgement or ruling such as a revocation of the resolution, the stakeholders shall execute the resolution of the general meeting. The Company, directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.

Where the people's court makes a judgment or ruling on the relevant matters, the Company shall fulfill its information disclosure obligations in accordance with the laws, administrative regulations, and the requirements of the CSRC, the securities regulatory rules of the place where the Company's shares are listed, and the provisions of relevant regulatory authorities, to give a full explanation on the impact, and proactively support the execution of the judgment or ruling after it has come into effect. If it involves the correction of prior period matters, the Company shall address them in a timely manner and fulfill the corresponding information disclosure obligations.

Article 37 A resolution of the general meeting or the Board of the Company shall not be valid if any of the following circumstances applies:

- (I) No general meeting or Board meeting has been convened to make a resolution;
- (II) No vote has been taken on the matters resolved at the general meeting or Board meeting;
- (III) The number of persons attending the meeting or the number of voting rights held by them does not reach the required number under the Company Law or these Articles of Association;

(IV) The number of persons agreeing to the matters resolved or the number of voting rights held by them does not reach the required number under the Company Law or these Articles of Association;

(V) Any other circumstance under which a resolution is not established in accordance with applicable laws and regulations and the Hong Kong Listing Rules.

Article 38 If any director or senior management other than those who is also a member of the Audit Committee violates the provisions of laws, administrative regulations or these Articles of Association in fulfilling their duties in the Company, thereby causing any loss to the Company, the shareholders individually or jointly holding more than 1% shares of the Company for more than 180 consecutive days shall be entitled to request the Audit Committee in writing to commence litigations in the people's court; if a member of the Audit Committee violates the provisions of laws, administrative regulations or these Articles of Association in fulfilling its duties in the Company, thereby causing any loss to the Company, the aforesaid shareholders may request the Board in writing to commence litigations in the people's court.

If the Audit Committee or the Board refuses to commence litigations after receipt of the written request from the shareholders stipulated in the preceding paragraph or fails to commence litigations within 30 days from the date of receiving the said request, or if the circumstance is urgent and failing to commence litigations immediately will cause irreparable damage to the interests of the Company, the shareholders as specified in the preceding paragraph shall be entitled to commence litigations directly in the people's court in their own names for the interests of the Company.

If any other person infringes upon the legitimate rights and interests of the Company, thereby causing any loss to the Company, the shareholders as specified in the first paragraph of this Article may commence litigations in the people's court according to the provisions of the two preceding paragraphs.

If a director, supervisor or senior management of a wholly-owned subsidiary of the Company causes losses to the Company for violation of the requirements of the laws, administrative regulations or these Articles of Association during the performance of his/her duties, or in the event that any person infringes the legal interests of and causes losses to the wholly-owned subsidiary of the Company, shareholders who hold more than 1%, individually or jointly, of the Company's shares for more than 180 consecutive days have the right to request in writing the Board of Supervisory or the Board of the wholly-owned subsidiary to bring a suit to the people's court or file a litigation with the people's court directly in their own name in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law.

If a wholly-owned subsidiary of the Company does not have a Board of Supervisors or supervisors, but has an audit committee, it shall be executed in accordance with the provisions of paragraphs 1 and 2 of this Article.

Article 39 If any director or senior management member violates the provisions of laws, administrative regulations or these Articles of Association, thereby causing damage to the interests of the shareholders, the shareholders may commence litigations in the people's court.

Article 40 Shareholders of the Company shall assume the following obligations:

- (I) to comply with laws, administrative regulations and these Articles of Association;
- (II) to pay the share capital according to the number of shares subscribed and the method of subscription;
- (III) not to withdraw the share capital unless in the circumstances stipulated by laws and regulations;
- (IV) not to abuse the rights of shareholders to damage the interests of the Company or that of other shareholders; not to abuse the independent status of the Company as a legal person and the limited liability of shareholders to damage the interests of the creditors of the Company;
- (V) to assume other obligations as stipulated by laws, administrative regulations, the Hong Kong Listing Rules and these Articles of Association.

Shareholders of the Company who abuse their shareholders' rights and cause losses to the Company or other shareholders shall be liable for compensation in accordance with the law. Shareholders of the Company who abuse the independent status of the Company as a legal person and the limited liability of shareholders to evade debts and seriously damage the interests of the creditors of the Company shall bear joint and several liabilities for the debts of the Company.

Section 2 The Controlling Shareholders And De Facto Controllers

Article 41 The controlling shareholders and de facto controllers of the Company shall, in accordance with the laws, administrative regulations, the CSRC, the securities regulatory rules of the place where the Company's shares are listed and the provisions of the relevant regulatory authorities, exercise their rights, perform their obligations and safeguard the interests of the listed Company.

Article 42 The controlling shareholders and de facto controllers of the Company shall comply with the following provisions:

- (I) to exercise shareholders' rights in accordance with the law, and not to abuse controlling rights or utilize connected relations to damage the legitimate rights and interests of the Company or other shareholders;
- (II) to strictly perform the public statements and various commitments made by them, and shall not alter or waive such statements and commitments without authorization;
- (III) to perform information disclosure obligations in strict compliance with relevant provisions, proactively cooperate with the Company in the performance of information disclosure, and promptly notify the Company of material events that have occurred or are likely to occur;
- (IV) not to misappropriate funds of the Company in any manner;
- (V) not to order, instruct or require the Company and its relevant personnel to provide guarantee in violation of laws and regulations;
- (VI) not to seek benefits by using material non-public information of the Company, not to disclose material non-public information relating to the Company in any manner, and not to engage in illegal or irregular acts such as insider trading, short-swing trading or market manipulation;
- (VII) not to damage the legitimate rights and interests of the Company and other shareholders through non-arm's length connected transactions, profit distribution, asset restructuring, external investment or any other means;
- (VIII) to ensure the integrity of the Company's assets, the independence of its personnel, management, finance, organization and business, and not to affect the independence of the Company in any manner;
- (IX) to strictly perform other provisions as stipulated by laws, administrative regulations, the CSRC, the securities regulatory rules of the place where the Company's shares are listed, the relevant regulatory authorities and these Articles of Association.

If the controlling shareholders or de facto controllers of the Company do not serve as directors of the Company but actually execute the affairs of the Company, the provisions of these Articles of Association relating to directors (including but not limited to the duty of loyalty and the duty of due diligence) shall apply to them.

If the controlling shareholders or de facto controllers of the Company instruct directors or senior management to engage in any act that damages the interests of the Company or its shareholders, they shall assume joint and several liability together with such directors or senior management.

Article 43 Where the controlling shareholders or de facto controllers of the Company pledge the shares of the Company held or actually controlled by them, they shall maintain the stability of the Company's control and production and operation.

Article 44 Where the controlling shareholders or de facto controllers of the Company transfer the shares of the Company held by them, they shall comply with the restrictive provisions on share transfer as stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the relevant regulatory authorities, as well as the commitments made by them in relation to the restriction on share transfer.

Section 3 General Provisions of General Meetings

Article 45 The general meetings of the Company shall consist of all shareholders. The general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with laws:

- (I) to elect and replace directors, and to decide on matters relating to the remuneration of directors (provided that, subject to compliance with the relevant laws and regulations of the place where the Company is incorporated and the regulatory rules of the place where its shares are listed, the Board shall have the power to appoint any person as a director to fill a casual vacancy on the Board or as an addition to the existing Board. Any director so appointed shall hold office only until the first annual general meeting of the Company following his/her appointment, and shall then be eligible for re-election);
- (II) to consider and approve the reports of the Board;
- (III) to consider and approve the Company's profit distribution plans and loss recovery plans;
- (IV) to resolve on the increase or reduction of the registered capital of the Company;

- (V) to consider and approve the issuance of corporate bonds and other securities which, as stipulated by the Hong Kong Listing Rules, shall be approved by the general meetings;
- (VI) to resolve on the merger, division, dissolution, liquidation, voluntary winding-up or change of corporate form of the Company;
- (VII) to amend these Articles of Association;
- (VIII) to resolve on the appointment and dismissal of the accounting firm responsible for auditing the Company and its remuneration;
- (IX) to consider and approve the guarantees required to be approved by the general meetings;
- (X) to consider the purchase or disposal of material assets within one year with an amount exceeding 30% of the latest audited total assets of the Company;
- (XI) to consider and approve the change in use of proceeds;
- (XII) to consider and approve the connected transactions, external investments, pledge of assets, external financing and external donations that should be approved by the general meeting as stipulated in the regulatory rules applicable to Hong Kong listing;
- (XIII) to consider share incentive schemes and employee stock ownership plans;
- (XIV) the variation of the rights attached to any class of shares;
- (XV) to consider other matters required by laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed or these Articles of Association to be decided by the general meeting.

Except as otherwise provided by laws, administrative regulations, the CSRC or the rules of stock exchanges, the above-mentioned functions and powers of general meeting shall not be exercised by the Board or other institutions or individuals by way of authorization.

Article 46 The following external guarantee acts of the Company must be considered and approved by the general meeting:

- (I) any guarantee provided after the total amount of external guarantees of the Company and its controlled subsidiaries exceeds 50% of the latest audited net assets;

- (II) any guarantee provided to a guarantee object whose asset-liability ratio exceeds 70%;
- (III) any single guarantee amount exceeding 10% of the latest audited net assets;
- (IV) the total guarantee amount provided by the Company to others within one year exceeding 30% of the latest audited total assets of the Company;
- (V) any guarantee provided after the total amount of external guarantees of the Company exceeds 30% of the latest audited total assets;
- (VI) guarantees provided to shareholders, de facto controllers and their connected parties;
- (VII) other guarantee circumstances stipulated by the Hong Kong Listing Rules or these Articles of Association.

The aforementioned external guarantee matters requiring approval by the general meeting must be submitted to the general meeting for approval only after being considered and approved by the Board.

When the general meeting considers the guarantee matter under item (IV) of the preceding paragraph, it shall be passed by more than two-thirds of the voting rights represented by the shareholders present at the meeting.

When the general meeting considers a proposal to provide a guarantee to a shareholder, de facto controller or their connected person, such shareholder or the shareholder controlled by such de facto controller shall not participate in the vote on such proposal. Such proposal shall be passed by more than half of the voting rights represented by the other shareholders present at the general meeting.

If a Director or senior management members violates the provisions of laws, administrative regulations or these Articles of Association regarding the approval authority and deliberation procedures for external guarantee matters, causing losses to the Company, he shall be liable for compensation, and the Company may initiate legal proceedings against him in accordance with the law.

Article 47 General meetings are divided into annual general meetings and extraordinary general meetings. The annual general meeting shall be convened once a year within six months after the end of the previous accounting year.

Article 48 The Company shall convene an extraordinary general meeting within two months from the date of occurrence of any of the following circumstances:

- (I) the number of directors is less than the number stipulated in the Company Law or less than two-thirds of the number specified in these Articles of Association;
- (II) when the unrecovered losses of the Company amount to one-third of the total amount of its share capital;
- (III) when requested by shareholders individually or jointly holding 10% or more of the voting rights attached to the share capital of the Company (excluding treasury shares);
- (IV) when deemed necessary by the Board;
- (V) when proposed by the Audit Committee;
- (VI) other circumstances stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules or these Articles of Association.

For the purpose of paragraph (III) above, the number of shares held shall be calculated as at the date on which the shareholders submit a written request. If the extraordinary general meeting is convened in accordance with the securities regulatory rules of the place where the Company's shares are listed, the actual date of the extraordinary general meeting may be adjusted according to the approval progress of the stock exchange where the Company's shares are listed (if applicable).

Article 49 The venue for the general meeting of the Company shall be the Company's registered office or other location specified in the meeting notice.

The general meetings shall have a meeting venue and will take place in the form of an on-site meeting. The Company will also provide technology to facilitate shareholders' participation in the general meetings by way of virtual attendance and electronic voting. Shareholders participating in the general meetings through the above methods shall be deemed to be present and to have validly voted. The Company shall ensure that at general meetings held by way of virtual attendance, all shareholders have the right to speak and vote.

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

Article 50 When convening a general meeting, the Company may engage a lawyer to issue a legal opinion on the following matters and make an announcement:

- (I) whether the procedures for the convening and holding of the meeting comply with the provisions of laws, administrative regulations and these Articles of Association;
- (II) whether the qualifications of the persons attending the meeting and the qualifications of the convener are lawful and valid;
- (III) whether the voting procedures and voting results of the meeting are lawful and valid;
- (IV) such other matters as the Company may request for a legal opinion.

Section 4 Summoning of General Meetings

Article 51 The Board of Directors shall convene the general meeting within the prescribed time limit. With the approval of more than half of all independent non-executive directors, the independent non-executive Directors are entitled to propose to the Board to convene an extraordinary general meeting. The Board shall, in accordance with the laws, administrative regulations and these Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within 10 days after receiving the proposal from the independent non-executive Directors.

If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the Board; if the Board does not agree to convene the extraordinary general meeting, it shall explain the reasons and make an announcement.

Where the Hong Kong securities regulatory provide other requirements, such requirements shall prevail.

Article 52 The Audit Committee shall have the right to propose to the Board to convene an extraordinary general meeting, and shall put forward its proposal to the Board of Directors in writing. The Board shall, in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules and these Articles of Association, give a written reply on whether it agrees or disagrees to convene the extraordinary general meeting within 10 days upon receipt of the proposal.

If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within 5 days after the resolution of the Board is passed. Any changes to the original proposal made in the notice shall be approved by the Audit Committee.

If the Board does not agree to convene the extraordinary general meeting or fails to give a reply within 10 days after receiving the proposal, the Board shall be deemed to be unable or fail to perform the duty of convening the general meeting, and the Audit Committee may summon and preside over the meeting on its own.

Article 53 Shareholders individually or jointly holding 10% or more of the voting rights attached to the share capital of the Company (excluding treasury shares) shall have the right to request the Board to convene an extraordinary general meeting and add resolutions to a meeting agenda; any such request to the Board shall be made in writing, specifying the subject matter of the meeting. The Board shall, in accordance with the laws, administrative regulations and these Articles of Association, give a written reply on whether or not it agrees that an extraordinary general meeting should be held within ten days of receiving the request, and shall not unreasonably delay or obstruct the process.

If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after the resolution of the Board is passed. Any change to the original request made in the notice shall be approved by the relevant shareholders.

If the Board does not agree to convene an extraordinary general meeting or does not reply within 10 days after receiving the request, the shareholders individually or jointly holding 10% or more of the voting rights attached to the share capital of the Company (excluding treasury shares) may propose to the Audit Committee to convene an extraordinary general meeting, and such proposal shall be made in writing.

If the Audit Committee agrees to convene the extraordinary general meeting, it shall issue a notice of general meeting within 5 days after receiving the request. Any changes to the original proposal in the notice shall be approved by 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 will not convene and preside over the general meeting, and shareholders individually or jointly holding 10% or more of the voting rights attached to the share capital of the Company (excluding treasury shares) for more than 90 consecutive days may summon and preside over the meeting by themselves.

Article 54 Where the Audit Committee or shareholders decide to convene a general meeting on their own, they shall notify the Board of Directors in writing and simultaneously take corresponding actions in accordance with the requirements and regulations of Hong Kong listing regulatory rules. Before announcing the resolutions of the general meeting, the convening shareholders shall not hold less than 10% of the voting rights attached to the company's share capital (excluding treasury shares).

Article 55 When a general meeting is convened by the Audit Committee or shareholders on their own, the Board and the secretary to the Board shall assist. The Board shall provide the register of shareholders on the shareholding record date.

Article 56 If the Audit Committee or shareholders convene a general meeting on their own, the expenses necessary for the meeting shall be borne by the Company.

Section 5 Proposals and Notices of General Meetings

Article 57 The contents of the proposals shall fall within the functions and powers of the general meeting, shall have clear topics and specific matters to be resolved, and shall comply with relevant requirements of laws, administrative regulations, the Hong Kong Listing Rules and these Articles of Association.

Article 58 When the Company convenes a general meeting, the Board, the Audit Committee and shareholders individually or jointly holding more than 1% of the Company's shares shall have the right to submit proposals to the Company.

Shareholders individually or jointly holding more than 1% of the Company's shares may put forward an interim proposal and submit it in writing to the convener within the time limit prescribed in the Hong Kong Listing Rules prior to the general meeting. The convener shall, in accordance with the Hong Kong Listing Rules, issue a supplemental notice of the general meeting after receiving such proposals, announce the content of the interim proposals, and submit such interim proposals to the general meeting for consideration, except where the interim proposals violate laws, administrative regulations or the Company's Articles of Association, or fall outside the scope of authority of the general meeting.

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

Proposals not listed in the notice of the general meeting or not in compliance with these Articles of Association shall not be voted upon or resolved at the general meeting.

Article 59 The notice of a general meeting (including the supplementary notice) shall be issued in accordance with the requirements of relevant laws and regulations and the securities regulatory rules of the place where the shares of the Company are listed.

Subject to compliance with the relevant provisions of laws, administrative regulations and the Hong Kong listing regulatory rules, the Company shall notify each shareholder by way of announcement 21 days prior to the date of the annual general meeting, while the Company shall notify each shareholder by way of announcement 15 days prior to the date of the extraordinary general meeting.

In respect of the issuance of the supplementary notice of the general meeting, if the securities regulatory rules of the place where the shares of the Company are listed specify special requirements, such requirements shall prevail. If the general meeting is required to be postponed due to issuance of the supplementary notice of the general meeting as provided by the securities regulatory rules of the place where the shares of the Company are listed, the convening of the general meeting shall be postponed in accordance with the requirements of the securities regulatory rules of the place where the shares of the Company are listed. Together with the notice, a proxy form shall be sent, which shall provide options for voting for and against all resolutions to be proposed at the meeting.

When calculating the notice period, the date of the meeting being convened shall be excluded.

Article 60 A general meeting shall not resolve on matters not specified in the notice.

Article 61 Notice of the general meeting shall include the following contents:

- (I) the time, venue, and duration of the meeting;
- (II) the matters and proposals to be submitted for consideration at the meeting;
- (III) a clear statement indicating that all shareholders have the right to attend the general meeting, and may appoint a proxy in writing to attend the meeting and participate in voting. The proxy does not need to be a shareholder of the Company;
- (IV) the record date for shareholders entitled to attend the general meeting;
- (V) the name and telephone number of the permanent contact person for the meeting;
- (VI) the voting time and procedures for voting by Internet or other means;

(VII) other matters stipulated by laws, administrative regulations, normative documents and the Hong Kong Listing Rules.

The notice and supplementary notice of the general meeting shall fully and completely disclose the specific content of all proposals. If independent non-executive Directors need to express their opinions on the matters to be discussed, opinions and reasons of independent non-executive Directors shall be disclosed when the notice or supplementary notice of the general meeting is issued.

The interval between the shareholding record date and the date of the meeting shall be subject to the requirements of relevant regulatory authorities of the place where the shares of the Company are listed. The shareholding record date shall not be changed once confirmed.

Article 62 If the proposal for the election of directors is submitted to the general meeting, the notice of such general meeting shall fully disclose the details of the candidates for directors, and shall at least include the following contents:

- (I) personal information, such as full name (including any former names and aliases), educational background, working experience and part-time jobs;
- (II) whether there is any connected relationship with the Company or its controlling shareholder and de facto controller;
- (III) the number of shares of the Company held;
- (IV) whether or not they have been penalized by CSRC and other relevant authorities and sanctions by the stock exchange;
- (V) other matters required to be disclosed by the listing regulatory rules of the place where the shares of the Company are listed.

Apart from directors elected through the cumulative voting system, each candidate of director shall be individually proposed.

Article 63 The notice of the general meeting may be published through the designated website of the Hong Kong Stock Exchange and the Company's website. Once published, it shall be deemed that all shareholders have received the notice of the general meeting.

Article 64 After the notice of the general meeting is given, the general meeting shall not be postponed or cancelled, and the proposals set out in the notice of the general meeting shall not be cancelled, without justifiable reasons. In the event of any postponement or cancellation, the convener shall make an announcement and explain the reasons in accordance with the requirements of the Hong Kong Listing Rules prior to the original date of the general meeting.

Section 6 Convening of General Meetings

Article 65 The Board of the Company and other conveners shall take necessary measures to guarantee the normal order of the general meeting. Measures shall be taken to deter any act disturbing the general meeting, picking quarrels and provoking troubles and infringing the legal rights and interests of any shareholder, and such act shall be reported in a timely manner to the relevant departments for investigation and punishment.

Article 66 All shareholders registered on the record date or their proxies are entitled to attend the general meeting (whether in person or virtually by means of technology). They shall exercise their voting rights in accordance with the relevant laws, regulations and these Articles of Association.

Shareholders may attend the general meeting in person and may also appoint one or more persons as their proxies (which need not be shareholders of the Company) to attend and vote on their behalf. For the avoidance of doubt, shareholders may vote by electronic means (if such means are made available).

Article 67 Individual shareholders who attend the meeting in person shall produce their identity cards or other effective document or proof of identity; in the case of attendance by proxies, the proxies shall produce their valid identity cards and the power of attorney of the shareholder.

Shareholder that is a legal person may be represented at the meeting by its legal representative or a proxy appointed by it (which will be regarded as if the legal person shareholder was present in person) to exercise its rights (including the right to vote). If a legal representative attends the meeting, he/she should produce his/her identity card and valid proof that he/she is a legal representative; if a proxy attends the meeting, the proxy should produce his/her identity card and the form of appointment of proxy executed by a duly authorized person.

Article 68 The instrument issued by the shareholder to authorize another person to attend the general meeting shall include the following contents:

- (I) name of the appointor, the class and number of shares of the Company held by him/her;

- (II) name of the proxy;
- (III) whether the proxy has voting rights;
- (IV) indication of consent, objection or abstention concerning each matter to be considered on the agenda of the general meeting;
- (V) date of signing of the instrument and term of validity;
- (VI) signature (or seal) of the principal. If the principal is a legal person shareholder, the seal of the legal person or the signature of its authorised person shall be affixed;
- (VII) other matters specified by the listing rules of the place where the shares of the Company are listed.

Article 69 The power of attorney for voting by proxy shall be deposited at the domicile of the Company or such other places designated in the notice of meeting not less than 24 hours before the time for convening the meeting at which the proxy is appointed to vote or 24 hours before the time appointed for the voting.

Where a shareholder is a recognized clearing house (or its nominee) within the meaning of relevant provisions of the Hong Kong Securities and Futures Ordinance or the Hong Kong laws in force from time to time, such shareholder may authorize one or more persons as it thinks fit to act as its proxy(ies) at any general meeting, provided that, if more than one person is so authorized, the power of attorney shall specify the number and class of shares in respect of which each person is so authorized, and the power of attorney shall be signed by an authorized person of the recognized clearing house. A person so authorized may represent the recognized clearing house (or its nominees) (there is no need for such person to produce share certificates or notarized authorization and/or further evidence to prove that he/she has been duly authorized), as if such person were an individual shareholder of the Company. The authorized proxy(ies) of the recognized clearing house shall enjoy legal rights equivalent to those of other shareholders, including the right to speak and vote.

Article 70 The registration record for attendees at the meeting shall be compiled by the Company. The registration record shall contain contents such as name of the attendee (or the name of entity), ID card number (or unified social credit code), number of voting shares held or represented, name of the person being appointed (or the name of entity).

Article 71 The convener shall verify the validity of the qualifications of shareholders based on such shareholders' register as provided by the securities registration and clearing institution, and shall register the names of the shareholders as well as the amount of their voting shares. The registration for a meeting shall be completed before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of their voting shares.

Article 72 Where the general meeting requests the directors and senior management to attend the meeting, such directors and senior management shall attend and accept shareholders' inquiries. If the above-mentioned persons are unable to attend or be present at the meeting for any reason, the Company may, as practicable, provide them with facilities to participate in the general meeting by means of video, telephone, internet or other means.

Article 73 If a general meeting is convened by the Board, the meeting shall be chaired and presided over by the chairman of the Board. Where the chairman of the Board is unable to discharge or fails to discharge his/her duties, the meeting shall be presided over by the vice chairman. Where the vice chairman of the Board is unable to discharge or fails to discharge his/her duties, the meeting shall be chaired and presided over by a director elected by more than one half of the directors.

If a general meeting is convened by the Audit Committee on its own, the meeting shall be presided over by the convener of the Audit Committee. Where the convener of the Audit Committee is unable to discharge or fails to discharge his/her duties, the meeting shall be presided over by a member of the Audit Committee elected by more than one half of the member of the Audit Committee.

If a general meeting is convened by the shareholders themselves, the convener or a representative nominated by the convener will preside over the meeting.

When a general meeting is convened, if the chairman of the meeting contravenes these Articles of Association or the Rules of Procedure Company, rendering the meeting impossible to proceed, with the consent from half or more of the attending shareholders with voting rights, one person may be nominated at the general meeting to serve as the chairman and the meeting may proceed.

Article 74 The Company shall formulate the Rules of Procedure for General Meetings, and specify in details the procedures for holding, convening, and voting at, the general meeting, including notification, registration, review and consideration of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meeting and their signing, as well as principle for the authorization granted to the Board by the general

meeting, and the scope of authorization shall be clear and specific. The Rules of Procedure for General Meetings shall be appended to the Articles of Association. They shall be formulated by the Board and approved by the general meeting.

Article 75 At the annual general meeting, the Board shall report their work for the past year to the general meeting. Each independent non-executive Director shall also present a work report.

Article 76 Directors and senior management personnel shall provide explanations regarding the enquiries and suggestions from shareholders at the general meeting.

Article 77 The chairman of the meeting shall, prior to voting, declare the number of attending shareholders and their proxies as well as the total number of their voting shares, and the number of attending shareholders and their proxies and the total number of their voting shares shall be subject to registration of the general meeting.

Article 78 Minutes shall be prepared for general meetings by the secretary to the Board. The minutes shall state the following contents:

- (I) time, venue and agenda of the meeting and name of the convener;
- (II) the name of the chairman of the meeting and the names of the directors, senior management personnel attending the meeting;
- (III) the numbers of shareholders and proxies attending the meeting, total number of voting shares they represent and their percentages to the total share capital of the Company;
- (IV) the process of review and discussion, summary of any speech and voting results of each proposal;
- (V) shareholders' questions, suggestions and corresponding answers or explanations;
- (VI) names of the lawyer (if any), vote counters and scrutineers;
- (VII) other contents to be included as specified in the Hong Kong listing rules or these Articles of Association.

Article 79 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, secretaries to the Board, conveners or his/her representative and the chairman of the meeting who attend or sit in on the meeting shall sign on the minutes. The minutes shall be kept together with the registration record of attending shareholders, proxy forms and valid information on other means of voting, for a period of no less than 10 years.

Article 80 The convener shall ensure that the general meeting be conducted continuously until final resolutions are made. If the general meeting is suspended or resolutions cannot be made because of force majeure and other special causes, the convener shall take necessary measures to resume the meeting or directly terminate that meeting as soon as practicable followed by a timely public announcement. If the regulations of the Hong Kong securities regulatory authorities provide otherwise, such provisions shall prevail.

Section 7 Voting and Resolutions of General Meetings

Article 81 Resolutions of the general meeting are divided into ordinary resolutions and special resolutions.

Ordinary resolutions shall be passed by votes representing at least one-half of the total voting rights of shareholders (excluding the voting rights attached to treasury shares) who attend the general meeting in person or by proxy and vote at the meeting.

A special resolution shall be passed by the vote of shareholders (excluding the voting rights attached to treasury shares) representing at least two-thirds of the total voting rights of shareholders who attend the general meeting in person or by proxy and vote at the meeting. Where the general meeting considers the variation of the rights attached to any class of shares, such variation shall be passed by the vote of shareholders (excluding the voting rights attached to treasury shares) representing at least two-thirds of the voting rights of shareholders who attend the class meeting of shareholders of that class and have the voting rights to approve the variation of the rights attached to such class of shares.

Article 82 The following matters shall be approved by ordinary resolutions at a general meeting:

- (I) the work reports of the Board;
- (II) the profit distribution plans and loss recovery plans formulated by the Board;
- (III) the appointment and removal of members of the Board and their remuneration and method of payment;

- (IV) to resolve on the appointment and dismissal of the accounting firm of the Company responsible for auditing the Company and its remuneration;
- (V) to consider and approve the change in use of proceeds;
- (VI) share incentive plan;
- (VII) other matters other than those requiring approval by special resolutions in accordance with laws, administrative regulations, the listing regulatory rules of the Hong Kong listing rules or these Articles of Association.

Article 83 The following matters shall be approved by special resolutions at a general meeting:

- (I) the increase or reduction of the registered capital of the Company;
- (II) the division, demerger, merger, dissolution, liquidation, change of corporate form and voluntary winding-up of the Company;
- (III) the amendments to the Articles of Association;
- (IV) the purchase or disposal of material assets within one year or the provision of guarantee to others with an amount exceeding 30% of the latest audited total assets of the Company;
- (V) the variation of the rights attached to any class of shares;
- (VI) to consider other matters required by laws, administrative regulations, the Hong Kong Listing Rules or these Articles of Association, or which are determined by ordinary resolutions of the general meetings as having a material impact on the Company and require approval by special resolutions.

Article 84 Shareholders (including proxies) shall exercise their voting rights based on the number of voting shares they represent (except where they are required to abstain from voting on specific matters pursuant to the securities regulatory rules of the place where the Company's shares are listed). Each share carries one vote.

When voting, shareholders (including proxies) holding two or more votes need not cast all votes for or against a resolution.

When a general meeting considers major matters affecting the interests of minority investors, the voting of minority investors shall be conducted in accordance with relevant laws and regulations and the Hong Kong Listing Rules, and shall be publicly disclosed in a timely manner.

Shares in the Company held by the Company carry no voting rights and such shares shall not be counted in the total number of voting shares present at the general meeting.

If a shareholder's acquisition of shares with voting rights of the Company violates paragraphs 1 and 2 of Article 63 of the Securities Law, the shares exceeding the prescribed proportion shall not be entitled to exercise voting rights within 36 months after acquisition and shall not be counted in the total number of voting shares present at the general meeting.

Shareholders have the right to speak and vote at the general meeting, unless individual shareholders are required to abstain from voting on specific matters under the listing rules of the place where the Company's shares are listed, for example, if an individual shareholder has a material interest in a specific transaction or arrangement being voted on.

Shareholders may vote by electronic means.

In accordance with applicable laws and regulations and the listing rules of the place where the Company's shares are listed, if any shareholder is required to abstain from voting on a resolution or is restricted to only voting for (or against) a resolution, any votes cast by such shareholder or their representatives in violation of such requirement or restriction shall not be counted.

Article 85 When the general meeting considers connected transactions, connected shareholders shall abstain from voting and shall not proxy other shareholders to exercise voting rights. The number of voting shares represented by connected shareholders shall not be counted in the total number of valid votes. The announcement of a general meeting resolution shall fully disclose the voting situation of non-connected shareholders.

Article 86 Except in special circumstances such as a crisis of the Company, the Company shall not enter into contracts which place the management of the whole or a material part of the business of the Company under the responsibility of any person other than directors, senior executives, unless approved by a special resolution of the general meeting.

Article 87 The list of candidates for directors shall be submitted to the general meeting for voting by way of a proposal.

The methods and procedures for nominating directors are as follows:

- (I) The director candidates of the Company shall be proposed by the Board, or by shareholders individually or jointly holding 1% or more of the Company's shares to the Board, and shall be submitted by the Board as a proposal to the general meeting for election;
- (II) The proposer shall provide the Board with the resume and basic information of the director candidates it proposes. The Board shall issue a circular before the general meeting, which shall disclose in detail the number of directors to be elected, the qualifications of the proposer, the qualifications of the candidates, the preliminary review procedures for candidates, etc., and provide the resumes and basic information of the candidates. Director candidates shall provide a written undertaking before the general meeting, agreeing to accept the nomination, undertaking that the publicly disclosed data about the candidate is true and complete, and guaranteeing to diligently perform the duties of director upon election. During the election of directors at the general meeting, director candidates may speak in person to introduce their background, work experience and work plan after taking office.

The minimum period for giving notice to the Company of the intention to nominate a director candidate and the minimum period for a candidate to indicate willingness to accept nomination by giving notice to the Company shall be at least 7 days. This notice period shall commence on the day after the Company issues the meeting notice for such election and shall end no later than 7 days before the date of the meeting.

When the general meeting votes on the election of directors, the cumulative voting system may be implemented in accordance with the provisions of these Articles of Association or a resolution of the general meeting. The term "cumulative voting system" mentioned in the preceding paragraph means that when the general meeting elects directors, each share carries the same number of votes as the number of directors to be elected, and the votes held by a shareholder may be concentratedly used.

The following principles shall apply to the implementation of the cumulative voting system at the general meeting:

- (I) The number of director candidates may exceed the number of directors to be elected at the general meeting, but the number of candidates voted for by each shareholder shall not exceed the number of directors to be elected at the general meeting, and the total number of votes allocated shall not exceed the number of votes held by the shareholder, otherwise, the vote shall be invalid;

- (II) The election of independent non-executive Directors and non-independent Directors shall be conducted separately through voting. When electing independent non-executive Directors, the number of votes that each shareholder is entitled to shall equal the number of shares held multiplied by the number of independent non-executive Directors to be elected, and such votes may only be cast for the Company's independent non-executive Director candidates; when electing non-independent Directors, the number of votes that each shareholder is entitled to shall equal the number of shares held multiplied by the number of non-independent Directors to be elected, and such votes may only be cast for the Company's non-independent Director candidates;
- (III) The final elected candidates shall be determined according to the order of the number of votes received, provided that the minimum number of votes received by each elected candidate must exceed half of the total number of shares held by shareholders (including proxies) present at the general meeting. If the number of elected directors is less than the number to be elected at the general meeting, a re-vote shall be conducted for the shortfall among all director candidates who did not receive sufficient votes. If there is still a shortfall, the positions shall be filled at the next general meeting of the Company. If two or more director candidates receive the same number of votes, but only some can be elected due to the limit on the number of positions to be filled, a separate re-vote shall be conducted for such candidates with the same number of votes.

Article 88 Except for the cumulative voting system, all proposals at the general meeting shall be voted on item by item. If there are different proposals on the same matter, they shall be voted on in the order of the time they were proposed. Except for special reasons such as force majeure leading to the adjournment of or inability to pass a resolution at a general meeting, proposals shall not be postponed or left unvoted.

Article 89 When the general meeting deliberates on a proposal, the proposal shall not be amended. Otherwise, the change shall be deemed a new proposal and shall not be voted on at the current general meeting.

Article 90 The same voting right can only choose one method of voting, either on-site, online or by other means. If the same voting right is used for repeated voting, the first voting result shall prevail.

Article 91 The general meeting shall be voted on by poll.

Article 92 Before voting on proposals at the general meeting, two shareholder representatives shall be appointed to participate in vote counting and monitoring. If the matter under consideration is connected to a shareholder, the relevant shareholder and their proxy shall not participate in vote counting or monitoring.

When the general meeting votes on a proposal, the vote counting and monitoring shall be the responsibility of the lawyer (if applicable), shareholder representatives jointly, and the voting result shall be announced on the spot. The result of the vote shall be recorded in the meeting minutes.

Shareholders of the Company or their proxies who vote by internet or other means have the right to verify their own voting results through the corresponding voting system. If the relevant laws and regulations of the place where the Company's shares are listed have special provisions on vote counters and scrutineers, such provisions shall prevail.

Article 93 The on-site closing time of the general meeting shall not be earlier than the closing time for other voting methods. The chairman of the meeting shall announce the voting status and result of each proposal and declare whether the proposal is passed based on the voting result.

Before the official announcement of the voting result, the Company, vote counters, scrutineers, major shareholders, service providers and other relevant parties involved in the on-site meeting and other voting methods have a duty of confidentiality regarding the voting status.

Article 94 Shareholders attending the general meeting shall express one of the following opinions on proposals submitted for vote: For, Against or Abstain. Blank, incorrectly filled, illegible ballot papers, or uncast ballot papers shall be deemed as the voter waiving their voting rights, and the voting result for the number of shares they represent shall be counted as "Abstain", except where a securities depository and clearing institution acting as the nominal holder of shares under the Mainland-Hong Kong Stock Connect scheme, or a recognised clearing house (as defined in the relevant ordinances in force from time to time under the laws of Hong Kong) or its agent acting as the nominal holder, makes a declaration according to the instructions of the actual holder.

If any shareholder is required to abstain from voting on a resolution or is restricted to only voting for (or against) a resolution pursuant to the Hong Kong Listing Rules, any votes cast by such shareholder or their representatives in violation of such requirement or restriction shall not be counted.

Article 95 If the chairman of the meeting has any doubt about the result of a resolution submitted for vote, he/she may demand a poll; if the chairman does not demand a poll, any shareholder or proxy present at the meeting who objects to the result announced by the chairman has the right to demand a poll immediately after the announcement of the result, and the chairman shall immediately arrange for the poll to be taken.

Article 96 Resolutions of the general meeting shall be announced in a timely manner in accordance with relevant laws, regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules or 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 and their percentage of the Company's total voting shares, the total number of shares required to abstain from voting in favour and/or the total number of shares required to abstain from voting (if any) for individual proposals as required by the Hong Kong Listing Rules, and whether shareholders required to abstain did so, the voting method, the voting result for each proposal, details of the resolutions passed and other contents required by the Hong Kong Listing Rules.

The Company shall appoint its accountants, share registrar or an external accountant qualified to act as an auditor as scrutineer(s) for the poll, and the identity of the scrutineer(s) shall be stated in the announcement. The Company shall also state in the announcement whether those persons who indicated in the circular an intention to vote against the relevant resolution or to abstain from voting actually fulfilled their commitments at the general meeting. The Company shall state in the announcement of the poll results the attendance rate of directors at the general meeting.

Article 97 If a proposal is not passed, or if a resolution of a previous general meeting is varied by the current general meeting, a special note shall be made in the announcement of the general meeting resolution.

Article 98 If a general meeting passes a proposal concerning the election of directors, the newly elected directors shall assume office from the date the resolution of the general meeting is passed or the effective date of appointment specified in the relevant resolution.

Article 99 If the general meeting passes a proposal concerning the distribution of cash dividends, bonus shares or transfer the surplus reserve fund to share capital, the Company shall, subject to the provisions of laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, implement the specific plan within two months after the conclusion of the general meeting.

CHAPTER 5 DIRECTORS AND THE BOARD

Section 1 General Provisions of Directors

Article 100 Directors of the Company shall be natural persons. A person falling within any of the following circumstances shall not serve as a director of the Company:

- (I) having no or limited capacity for civil conduct;
- (II) having been sentenced to criminal punishment for embezzlement, bribery, seizure of property, misappropriation of property or disruption of the order of the socialist market economy, or having been deprived of political rights for committing a crime, where less than 5 years have elapsed since the expiration of the execution period, and if a suspended sentence is imposed, then less than 2 years have elapsed since the expiry of the probation period, and if a suspended sentence is imposed, then less than 2 years have elapsed since the expiry of the probation period;
- (III) having served as a director, factory manager or manager of a company or enterprise which was bankrupt and liquidated, and being personally liable for the bankruptcy of such company or enterprise, where less than 3 years have elapsed since the date of completion of the bankruptcy liquidation of such company or enterprise;
- (IV) having served as the legal representative of a company or enterprise which had its business licence revoked or was ordered to close down due to violation of law, and being personally liable, where less than 3 years have elapsed since the date of revocation of the business license , the order to close down of such company or enterprise;
- (V) having relatively large personal debts which are due and outstanding and being listed as a dishonest judgment debtor by the people's court;
- (VI) being subject to measures restricting access to the securities market by the CSRC, the period of which has not expired;
- (VII) having been publicly identified by a stock exchange as unsuitable to serve as a director or senior management of a listed company, where the period of such identification has not yet expired;
- (VIII) other circumstances stipulated by laws, administrative regulations, departmental rules or the securities regulatory rules of the place where the Company's shares are listed.

If any director is elected or appointed in violation of the provisions of this Article, such election, appointment or engagement shall be invalid. If any director falls under any of the circumstances set out in this Article during his/her term of office, the Company shall remove him/her from office and cease his/her performance of duties.

A candidate who fails to meet the independence requirements under Rule 3.13 of the Hong Kong Listing Rules shall not serve as an independent non-executive Director of the Company.

Article 101 Directors shall be elected or replaced by the general meeting. The term of office for each session is three years. Directors whose term of office has expired may be re-elected and re-appointed. However, if the term of office of an independent non-executive director exceeds six years, he/she may continue in office only after undergoing the corresponding deliberation procedures stipulated in the Hong Kong Listing Rules.

The term of office of a director shall be calculated from the date of assumption of office until the expiry of the term of the current Board. If a director's term expires and no re-election is conducted in a timely manner, the original director shall, before the newly elected director assumes office, continue to perform the duties of a director in accordance with the provisions of laws, administrative regulations, departmental rules and these Articles of Association.

Subject to compliance with the relevant laws, administrative regulations and regulatory rules of the place where the Company's shares are listed, if the Board appoints a new director to fill a casual vacancy on the Board, the term of office of the appointed director shall last until the first general meeting following his/her appointment, at which time he/she shall be eligible for re-election.

A director may concurrently serve as the senior executive, provided that the total number of directors concurrently serving as senior executives and the directors who are employee representatives shall not exceed one-half of the total number of directors of the Company.

The Company shall have at least three independent non-executive Directors. Independent non-executive Directors shall comprise at least one-third of the Board. At least one of the Company's independent non-executive Directors shall have appropriate professional accounting or relevant financial management expertise. Independent non-executive Directors shall possess sufficient business or professional experience to perform their duties competently, perform their duties faithfully, safeguard the interests of the Company, pay particular attention to ensuring that the legal rights and interests of the public shareholders are not impaired, and ensure that the interests of all shareholders are fully represented. At least one independent non-executive Director shall be ordinarily resident in Hong Kong.

Article 102 Directors shall observe the laws, administrative regulations, and the provisions of these Articles of Association and the Hong Kong Listing Rules, shall take measures to avoid conflicts between their own interests and the interests of the Company, and shall not use their powers to seek improper gains. Directors shall bear the following obligations of loyalty to the Company:

- (I) directors shall not embezzle any property of the Company or misappropriate any funds of the Company;
- (II) directors shall not deposit any assets or funds of the Company in any accounts opened in their own names or in the name of any other persons;
- (III) directors shall not take advantage of their powers to give any bribes or receive other illegal Income;
- (IV) directors shall not to enter into any contracts or transactions with the Company, directly or indirectly, without reporting to the Board or the general meeting and obtaining approval by a resolution of the Board or the general meeting in accordance with the provisions of these Articles of Association;
- (V) without reporting to the board of directors or the shareholders' meeting and obtaining approval by a resolution of the shareholders' meeting, directors shall not operate the same type of business with the Company on their own or for others;
- (VI) directors shall not pocket commissions from any other person's the transactions with the Company;
- (VII) directors shall not disclose any confidential information of the Company without authorization;
- (VIII) directors shall not utilize its connected relationship to compromise the interest of the Company;
- (IX) directors shall bear other obligations as stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and these Articles of Association.

Any income derived by a director from violating the provisions of this Article shall belong to the Company. The director shall also be liable for the compensation of the losses suffered by the Company thereto.

Where the close relatives of a director or senior management, an enterprise directly or indirectly controlled by a director or senior management or their close relatives, or any other connected person having any other connected relation with a director or senior management, enters into any contract or transaction with the Company, the provisions of item (IV) of the first paragraph of this Article shall apply.

Article 103 Directors shall comply with the provisions of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and these Articles of Association, and shall have a duty of due diligence to the Company. In the performance of their duties, they shall exercise the reasonable care that a manager would normally exercise for the best interests of the Company. Directors shall bear the following duties of due diligence to the Company:

- (I) directors shall prudently, seriously and diligently exercise rights conferred by the Company to ensure that the business activities of the Company are in compliance with the requirements of laws, administrative regulations and various economic policies of the State and that the business activities shall not exceed the scope of business specified in the business license of the Company;
- (II) directors shall fairly treat all shareholders of the Company;
- (III) directors shall learn about the status of business and management of the Company in a timely manner;
- (IV) directors shall issue a written confirmation of opinions for regular reports of the Company and ensure the authenticity, accuracy and completeness of information disclosed by the Company;
- (V) directors shall truthfully provide the relevant information and materials to the Audit Committee, and shall not hinder the Audit Committee from exercising their powers;
- (VI) directors shall fulfill other duty stipulated by laws, administrative regulations, departmental rules, the CSRC, the Hong Kong Stock Exchange, the Hong Kong Listing Rules, and these Articles of Association.

Article 104 Any director who fails to attend two consecutive Board meetings in person and fails to appoint any other directors to attend on his behalf shall be deemed to be unable to perform his or her duties. The Board shall propose to the general meeting to remove such director.

Article 105 A director may resign before the expiration of his or her term of office. The director shall submit a written resignation report to the Company. The Board will disclose such information in accordance with applicable laws and regulations and the requirements of the Hong Kong Listing Rules.

If the number of directors falls below the quorum because re-election is not timely conducted upon expiry of the term of office of a director, or resignation of a director during his term of office, then such director shall continue to perform his/her duties in accordance with laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and these Articles of Association until a new director is elected and assumes his/her office.

Where unless otherwise provided by relevant laws, administrative regulations, relevant regulations of the security regulatory authorities in the place where the Company's shares are listed, a director can be removed by ordinary resolution passed on a general meeting before the expiry of his term of office (but such removal does not prejudice the director's claim for damages pursuant to any contract).

Article 106 The Company shall establish a director departure management system, and specify safeguard measures for liability recourse and compensation recovery in respect of unfulfilled public commitments and other outstanding matters. On a director's resignation becoming effective or expiration of the tenure of his/her office, the director shall complete all handover procedures with the Board, and his/her faithful obligations to the Company and the shareholders shall not cease immediately after the termination of tenure, and shall remain valid for two years after the termination of tenure. Director's obligation to maintain confidentiality of the Company's commercial and technical secrets shall remain in force after the termination of his employment until such secrets become public information. The duration of other loyalty obligations will be determined by the Company in accordance with the principle of arm's length. After resignation, a director shall not use the core technology of the Company to engage in the same or similar business as the Company. Liabilities borne by a director for performing duties during his/her term of office shall not be exempted or terminated due to his/her departure from office.

Article 107 The general meeting may resolve to remove a director, and such removal shall take effect on the date on which the resolution is passed.

If a director is removed prior to the expiry of his/her term of office without just cause, the director shall be entitled to claim compensation from the Company.

Article 108 Unless otherwise specified in these Articles of Association or duly authorized by the Board, no director shall act on behalf of the Company or the Board in his personal capacity. When a director acts in his or her personal capacity, and a third party may reasonably believe that such directors is acting on behalf of the Company or the Board, the director shall declare his or her stance and capacity in advance.

Article 109 Where a director, in performing his/her duties on behalf of the Company, causes damage to any person, the Company shall be liable for compensation; if a director is guilty of an intentional act or gross negligence, he/she shall also be liable for compensation.

If the Company suffers any losses due to a director's violation of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules or these Articles of Association in fulfilling their duties, the director shall be liable for compensation.

The Company has independent non-executive Directors. Except as otherwise provided in this section, the qualifications and obligations of directors under Chapter 5 of these Articles of Association shall be applied to independent non-executive Directors, unless otherwise stipulated by the relevant laws, regulations and the listing supervision rules of the place where the Company's shares are listed for the qualifications and obligations of the independent non-executive Directors.

Section 2 The Board

Article 110 The Company shall establish a Board of Directors. The Board shall consist of 9 directors, including 3 independent non-executive Directors, all of whom shall be elected by the general meeting, and the number of independent non-executive Directors shall not be less than three and shall represent more than one-third of the total number of the Board at any time.

Article 111 The Board shall exercise the following powers:

- (I) be responsible to summon general meetings and report its work to the general meetings;
- (II) to implement the resolutions of the general meeting;
- (III) to decide on the Company's business plans and investment plans;
- (IV) to formulate the Company's profit distribution plans and loss recovery plans;
- (V) to formulate proposals for the increase or reduction of the Company's registered capital, the issue of bonds or other securities and listing plans;

- (VI) to formulate plans for material acquisitions, purchase of shares of the Company or merger, division, dissolution and change of corporate form of the Company;
- (VII) to consider and approve connected transactions, external investments, pledge of assets, external financing and external donations that should be approved by the Board under the Hong Kong Listing Regulatory Rules;
- (VIII) to decide on the establishment of the Company's internal management structure;
- (IX) to decide on the appointment or dismissal of the Company's president, general manager, secretary to the Board and other senior management, and decide on their remuneration, rewards and punishments; to decide on the appointment or dismissal of the Company's vice general manager, chief financial officer and other senior management based on the nomination of the general manager, and decide on their remuneration, rewards and punishments;
- (X) to formulate the basic management system of the Company;
- (XI) to decide on the selection and recruitment of the personnel of the specialized committees of the Board; to formulate proposals for any amendment to the Articles of Association;
- (XII) to manage the information disclosure of the Company;
- (XIII) to propose to the general meeting the appointment or replacement of the accounting firm that audits the Company;
- (XIV) to listen to the work report of the general manager of the Company and inspect the work of the general manager;
- (XV) Bear ultimate responsibility for money laundering risk and sanctions risk management, and perform the following duties: formulate objectives for the development of money laundering risk and sanctions risk management culture; review and approve money laundering risk management strategies; approve policies and procedures governing money laundering and sanctions risk management; authorise senior management to take the lead in money laundering and sanctions risk management; conduct regular reviews of anti-money laundering reports and anti-sanctions risk reports, and keep abreast of major money laundering and sanctions risk incidents and their handling progress in a timely manner;

(XVI) other functions and powers conferred by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, these Articles of Association, as well as those authorised by the general meeting.

Matters beyond the scope of authorization of the general meeting as prescribed in the preceding paragraph of this Article, as well as matters required to be submitted to the general meeting for consideration and approval pursuant to laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and these Articles of Association shall be submitted by the Board to the general meeting for consideration and approval.

Article 112 The Board of the Company shall make an explanation to the general meeting on the non-standard audit opinion issued by the certified public accountant on the Company's financial report.

Article 113 The Board formulates the rules of procedure of the Board meetings to ensure that the Board implements the resolutions of the general meetings, improves work efficiency, and ensures scientific decision-making. The procedures for proceedings of the Board shall be annexed to the Articles of Association, drafted by the Board and approved by the general meeting.

Article 114 In accordance with the Hong Kong Listing Rules, the Board shall determine its authorities in respect of external investments, asset acquisition and disposal, asset mortgaging, external guarantees, entrusted wealth management, related transactions and external donations. The Board shall establish rigorous review and decision-making procedures. Major investment projects shall be subject to evaluation by relevant experts and professionals, and submitted to the general meeting for approval.

Where any of the aforesaid transactions entered into by the Company meets any threshold for Board review as prescribed under the Hong Kong Listing Rules, such transaction shall be reviewed and approved by the Board.

Article 115 The Board shall have one chairman and one vice chairman, who shall be elected by the Board with approval from more than half of all the directors.

Article 116 The chairman shall exercise the following powers:

- (I) to preside over the general meeting and convene and preside over the Board meeting;
- (II) to supervise and inspect the implementation of the resolutions of the Board;

- (III) other functions and powers as required by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and the Articles of Association or those authorised by the Board.

Article 117 The vice chairman shall assist the chairman in his/her work. If the chairman is unable or fails to perform his/her duties, such duties shall be performed by the vice chairman. If the vice chairman is unable or fails to perform his/her duties, a director shall be elected jointly by a majority of the directors to perform such duties.

Article 118 The Board meeting shall be held at least four times a year, which shall be convened by the chairman and shall be notified to all directors in writing (such as personal delivery, post, fax, etc.), by telephone, e-mail, etc. 14 days before the meeting (excluding the date of the meeting).

Article 119 Shareholders representing more than one-tenth of the voting rights, or more than one-third of the directors or the Audit Committee may propose to convene an extraordinary meeting of the Board. The chairman shall convene and preside over the Board meeting within 10 days after receiving the proposal.

Article 120 The notice of an extraordinary meeting of the Board shall be in writing (including by hand, by post, by e-mail, by fax, etc.) or by telephone. The time limit for the notice is as follows: 5 days before the meeting is convened, all directors shall be notified. If an extraordinary meeting of the Board needs to be convened as soon as possible in an emergency, a notice of the meeting may be given by telephone or other verbal means, and the meeting shall be convened immediately after reasonable notice, provided that the convener shall make an explanation at the meeting.

Article 121 The notice of the Board meeting shall include the following:

- (I) date and venue of the meeting;
- (II) duration of the meeting;
- (III) reasons and issues;
- (IV) the date on which the notice is issued.

Article 122 A Board meeting shall be held only when more than half of the directors are present. A resolution of the Board must be passed by more than half of all directors, unless otherwise stipulated by the relevant laws, administrative regulations and these Articles of Association.

As for the voting on a Board resolution, each director shall have one vote only.

Article 123 Where a director, senior management personnel of the Company has a material interest, directly or indirectly, in a contract, transaction or arrangement entered into or planned to enter into with the Company (except for the employment contract between the Company and the director, senior management personnel), the nature and extent of such interest shall be disclosed to the Board as soon as possible, regardless of whether the relevant matter normally requires the approval of the Board. Where a director or his/her contact person (as defined in the Hong Kong Stock Exchange Listing Rules in force from time to time) has a connection or interest in a matter or the Company involved in a resolution of a Board meeting, except as permitted by laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, (i) such director shall not exercise voting rights on such resolution, nor shall he/she exercise voting rights on behalf of other directors; (ii) such director shall not be counted in determining whether a quorum is present at such Board meeting, and such Board meeting may be held with the attendance of more than half of the non-connected directors, and resolutions made at such Board meeting shall be approved by more than half of the non-connected directors; (iii) if the number of non-connected directors present at the Board meeting is less than 3, such matter shall be submitted to the general meeting for deliberation. The Board' vote on "connected transactions" under the Hong Kong Stock Exchange Listing Rules should comply with relevant provisions of the Hong Kong Stock Exchange Listing Rules.

Article 124 The resolution of the Board shall be voted in writing, unless otherwise stipulated by the relevant laws and regulations, the supervision rules of the place where the Company's shares are listed or the Articles of Association.

On the premise of ensuring that directors can fully express their opinions, an extraordinary meeting of the Board may be held in writing (including delivering meeting materials by hand, by post, by fax, by e-mail, etc.) or by telephone conference (or with the help of similar communication equipment) instead of holding an on-site meeting. The secretary to the Board shall prepare the Board resolution after the meeting and submit it to the attending directors for signature, unless otherwise stipulated by the relevant laws and regulations and the supervision rules of the place where the Company's shares are listed.

The directors shall sign the resolutions of the Board and shall be responsible for the resolutions of the Board. If the resolution of the Board violates the laws, regulations or these Articles of Association and causes the Company to suffer losses, the directors participating in the resolution shall be liable for compensation to the Company. However, if it is proved that a director had expressed objections during the vote and recorded them in the meeting minutes, the director may be exempted from liability.

Article 125 The Board meetings shall be attended by the directors in person; a director shall prudently select and entrust other directors in writing to attend and vote on their behalf, if he/she is unable to attend due to unavoidable reasons. Independent non-executive Directors should entrust other independent non-executive Directors to attend on their behalf. The power of attorney shall state the name of the agent, the matters to be handled, the scope of authorization and the validity period, and shall be signed or sealed by the principal. The directors attending the meetings on behalf of others shall exercise the rights of directors within the scope of authorization. If a director fails to attend a Board meeting and does not entrust a representative to attend the meeting, he/she shall be deemed to have waived his/her rights to vote at such meeting.

Article 126 The Board shall make minutes of the decisions on the matters discussed at the meeting, and the directors who attended the meeting shall sign the minutes.

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

Article 127 The minutes of the Board meetings shall include the following:

- (I) the date, location and name of the convener of the meeting;
- (II) the names of the directors present and the names of the directors (agents) entrusted by others to attend the Board meeting;
- (III) the agenda of the meeting;
- (IV) the main points of the directors' speeches;
- (V) the voting method and results of each resolution (the voting results shall state the number of votes for, against or abstention).

Section 3 Specialized Committees of the Board

Article 128 The Board of the Company has established an audit committee, a nomination committee, a remuneration committee and an internal control committee. These special committees are accountable to the Board and perform their duties in accordance with these Articles of Association and the authorization of the Board. Proposals shall be submitted to the Board for deliberation and decision. All members of the special committees shall be directors. The chairman of the audit committee shall be appointed by the Board and shall be an independent non-executive director. The chairman of the audit committee shall be an accounting professional and shall have the appropriate professional qualifications or appropriate accounting or related financial management expertise as required by the Hong Kong Listing Rules. The chairman of the nomination committee must be the chairman of the Board or an independent non-executive director among the members of the nomination committee and appointed by the Board. The chairman of the remuneration committee shall be appointed by the Board and must be an independent non-executive director. The internal control committee shall comprise the chairman of the board and all independent non-executive directors, with the chairman of the Board serving as its chairman (convener). The Board is responsible for formulating the working procedures of the special committees and regulating the operation of the special committees.

Article 129 Each special committee is accountable to the Board, and the proposals of each special committee shall be submitted to the Board for review and decision. Each special committee may engage an intermediary agency to provide professional advice at the Company's expense.

Article 130 The Board of the Company shall establish an Audit Committee, which shall exercise the powers and functions as stipulated under the Company Law and the Terms of Reference of the Audit Committee.

Article 131 The Audit Committee shall be responsible for reviewing the Company's financial information and disclosure thereof, as well as supervising and assessing internal and external audit work and internal control systems. The following matters shall be approved by a majority of all members of the Audit Committee before being submitted to the Board for consideration:

- (I) Disclosure of financial information contained in financial accounting reports and periodic reports, as well as internal control evaluation reports;
- (II) Appointment or removal of accounting firms undertaking audit services of the listed company;
- (III) Appointment or dismissal of the financial principal of the listed company;

(IV) Changes in accounting policies and accounting estimates, or corrections of material accounting errors, made for reasons other than amendments to accounting standards;

(V) Other matters as required by laws, administrative regulations, the China Securities Regulatory Commission, the Articles of Association and the Terms of Reference of the Audit Committee.

Article 132 The Audit Committee shall hold meetings at least once every quarter. Extraordinary meetings may be convened upon request by two or more members, or when the convener deems it necessary. Meetings of the Audit Committee shall not be held unless attended by not less than two-thirds of its members.

Resolutions of the Audit Committee shall be adopted by a majority of all members of the Audit Committee.

Voting on resolutions of the Audit Committee shall be conducted on a one member, one vote basis.

Minutes of Audit Committee resolutions shall be prepared in accordance with relevant provisions. Members of the Audit Committee present at the meetings shall sign the minutes.

The working procedures of the Audit Committee shall be formulated by the Board.

CHAPTER 6 SENIOR MANAGEMENT

Article 133 The Company shall have one president and one general manager, who are appointed or dismissed by the Board.

The Company may have several deputy general managers according to business and management needs, who are appointed or dismissed by the Board.

The president, general manager, deputy general manager(s), chief financial officer and secretary of the Board are the Company's senior management personnel.

Article 134 The provisions of these Articles of Association regarding the duties of loyalty and diligence of directors, the provisions regarding the resignation management system, as well as the provisions regarding disqualification from serving as a director of the Company, also apply to senior management personnel.

Article 135 Personnel who hold other administrative positions other than directors and supervisors in the Company's controlling shareholders or de facto controller's entity shall not serve as senior management personnel of the Company. Senior management personnel of the Company shall only receive salary from the Company and shall not be paid by the controlling shareholders on its behalf. Senior management personnel of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If senior management personnel of the Company fail to faithfully perform their duties or violate the obligation of good faith, causing damage to the interests of the Company and public shareholders, they shall be liable for compensation in accordance with the law.

Article 136 The term of office of the general manager is 3 years, and the general manager can be re-appointed.

Article 137 The general manager is accountable to the Board and exercises the following powers:

- (I) preside over the Company's production and operation management, organize and implement the resolutions of the Board, and report to the Board;
- (II) organize and implement the Company's annual operating plan and investment plan;
- (III) formulate the Company's internal management organization establishment plan;
- (IV) formulate the Company's basic management system;
- (V) formulate the Company's specific regulations;
- (VI) propose to the Board to appoint or dismiss the Company's deputy manager and financial director;
- (VII) decide to appoint or dismiss responsible management personnel other than those who should be appointed or dismissed by the Board;
- (VIII) decide on matters such as external guarantees, external investments, external financing, purchase or sale of assets, asset mortgages, related transactions which are not required to be submitted to the general meeting, the Board and the chairman for approval;
- (IX) other functions and powers granted by these Articles of Association and the Board and the chairman.

The general manager may attend the Board meetings, but the general manager, not being a director, shall not have the right to vote at the meetings of the Board.

Article 138 The general manager shall formulate the working rules of the general manager, which shall be implemented after the approval of the Board.

Article 139 The working rules of the general manager include the following:

- (I) conditions, procedures and attendees of the general manager meeting;
- (II) the specific duties and division of labor of the general manager and other senior management personnel;
- (III) the use of the Company's funds and assets, the authority to sign material contracts, and the reporting system to the Board;
- (IV) other matters as deemed necessary by the Board.

Article 140 The Company has several deputy general managers, who are nominated by the general manager and appointed or dismissed by the Board. The deputy general managers are directly accountable to the general manager, report to him/her, and perform relevant duties in accordance with the setup of the Company's internal management organization.

The deputy general managers assist the general manager in his/her work. The appointment and removal procedures and powers of the deputy general managers are stipulated in the working rules of the general manager.

The general manager may resign before the end of his/her term. The specific procedures and methods for the resignation of the general manager are stipulated in the labor contract between the general manager and the Company.

Article 141 The Company has a Board secretary who is responsible for the preparation of the general meeting and Board meetings of the Company, file keeping, and shareholder information management, as well as handling information disclosure matters. The Board secretary shall comply with the relevant provisions of laws, administrative regulations, departmental rules, and these Articles of Association.

Article 142 Where senior management cause damage to any other person while performing their duties for the Company, the Company shall be liable for compensation; if such senior management act with intent or gross negligence, they shall also be personally liable for compensation.

When exercising their powers, senior management personnel shall perform their duties of honesty and diligence in accordance with the provisions of laws, administrative regulations, departmental regulations, the Hong Kong Listing Rules and the Articles of Association.

If senior management personnel violate the provisions of laws, administrative regulations, departmental regulations or these Articles of Association when performing their duties and cause losses to the Company, they shall be liable for compensation.

Article 143 Senior management personnel of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If senior management personnel of the Company fail to faithfully perform their duties or violate their obligations of honesty and cause damage to the interests of the Company and public shareholders, they shall bear liability for compensation in accordance with the law.

Article 144 Senior management personnel shall submit a written resignation report when resigning. The senior management personnel shall state in the resignation report the time of resignation, the reason for resignation, the position resigned, whether he/she will continue to work in the Company after resignation (if he/she continues to work, he shall state the situation of his/her continued employment), etc. If the reason for resignation may involve violations of laws and regulations or irregular operations by the Company or other directors, and senior management personnel, the senior management personnel who propose to resign shall report to the Board in a timely manner.

The resignation of senior management personnel shall take effect when their resignation report is delivered to the Board. They shall ensure a proper handover of work when leaving the Company to ensure the normal production and operation of the Company. Their confidentiality obligations with respect to the Company's secrets remain valid after his/her resignation or the end of their term of office until such secret becomes public information, and they shall strictly perform the obligations agreed with the Company such as prohibiting competition in the same industry.

CHAPTER 7 FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Section 1 Financial and Accounting System

Article 145 The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and the provisions of the relevant authorities of the PRC.

Article 146 The Company shall prepare financial and accounting reports at the end of each fiscal year, and such financial and accounting report shall be audited by an accounting firm in compliance with laws. Financial and accounting reports are prepared in accordance with laws, administrative regulations and the provisions of departmental regulations and Hong Kong Listing Rules.

Article 147 The Company shall submit, disclose and/or deliver the annual report, interim report and preliminary results announcement and other documents to shareholders in accordance with laws, administrative regulations, the provisions of CSRC and securities regulatory rules of the place(s) where the shares of the Company are listed.

Article 148 The Board shall submit the financial report prepared by the Company under relevant laws, regulations, rules and normative documents to shareholders at each annual general meeting.

The financial report of the Company shall be kept at the Company and shall be made available to the shareholders 20 days before the annual general meeting is held (or such other date as may be required by applicable laws and the Hong Kong Listing Rules).

Article 149 The Company shall deliver the report mentioned above or the report of the Board together with the balance sheet (including all documents which are required to be attached to the balance sheet under the laws) and profit and loss statement or statement of income and expenditure to shareholders by any means permitted by the Hong Kong Stock Exchange (including but not limited to post, email, fax, announcement, etc.) at least 20 days before the convening of the annual general meeting (or such other date as may be required by applicable laws and the Hong Kong Listing Rules). When the H shareholders meet the conditions required by laws, administrative regulations and requirements of the Hong Kong securities regulatory institutions, notices and documents for general meetings may be delivered by posting them on the website of the Company, the website of the Hong Kong Stock Exchange and other websites prescribed by the Hong Kong Listing Rules from time to time.

Article 150 The Company shall not establish accounting book other than those required by laws. No assets of the Company shall be deposited under any account opened in the name of any individual.

Article 151 The Company shall, when distributing its after-tax profits of the year, withdraw 10% of the profits into the Company's statutory reserve fund. The Company may not withdraw a statutory reserve fund if the cumulative amount has reached 50% or more of the Company's registered capital.

If the Company's statutory reserve fund could not cover the losses of the preceding year, profit of the year shall be used to cover the losses before withdrawing, according to the foregoing provision, the statutory reserve fund.

After the Company has withdrawn the statutory reserve fund from the after-tax profits, the Company may also withdraw discretionary reserve fund from the after-tax profits upon resolution by the general meeting.

After losses have been covered and the statutory reserve fund has been allocated, if any 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 general meeting distributes profits to shareholders in violation of the Company Law, shareholders shall return such improperly distributed profits to the Company. Where losses are caused to the Company, the shareholders as well as the liable directors and senior management shall be liable for compensation.

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

Article 152 The reserve fund of the Company shall be applied for making up for losses of the Company, expansion of the Company's production and operation or conversion into increased capital.

When reserves are used to offset the Company's losses, discretionary reserves and statutory reserves shall be applied first. Any remaining shortfall may be offset by capital reserves in accordance with relevant provisions.

When the statutory reserve fund is converted into an increase in registered capital, the balance of the statutory reserve fund shall not be less than 25% of the Company's registered capital prior to such conversion.

Article 153 After a resolution on the profit distribution plan is adopted by the general meeting of the Company, the Board shall complete the distribution of dividends (or shares) within 2 months after the conclusion of the general meeting.

Article 154 The Company may distribute dividends in the following forms:

- (1) cash;
- (2) shares.

The Company's profit distribution policy is as follows: The Company shall attach importance to reasonable investment returns for investors and the long-term sustainable development of the Company when distributing profits. The Board and the general meeting shall fully consider the interests of public investors when deliberating and deciding on profit distribution policies. Profit distribution shall not exceed the amount of accumulated distributable profits, nor shall it impair the Company's sustainable operating capacity.

Section 2 Internal Audit

Article 155 The Company shall implement an internal audit system, clarifying the leadership structure, duties and authorities, staffing arrangements, funding support, application of audit results and accountability mechanisms for internal audit work.

The Company's internal audit system shall be implemented upon approval by the Board.

Article 156 The internal audit department of the Company shall conduct supervision and inspection on the Company's business activities, risk management, internal control, financial information and other relevant matters.

Article 157 The internal audit department shall be accountable to the Board.

During the supervision and inspection of the Company's business activities, risk management, internal control and financial information, the internal audit department shall accept supervision and guidance from the Audit Committee. Upon discovery of any major issues or clues, the internal audit department shall promptly report such matters directly to the Audit Committee.

Article 158 The internal audit department shall be responsible for the specific organisation and implementation of the Company's internal control evaluation. The Company shall issue an annual internal control evaluation report based on the evaluation report and relevant materials formulated by the internal audit department and reviewed by the Audit Committee.

Article 159 When the Audit Committee communicates with external audit institutions including accounting firms and national audit authorities, the internal audit department shall actively cooperate and provide necessary support and coordination.

Article 160 The Audit Committee shall participate in the performance assessment of the person in charge of internal audit.

Section 3 Appointment of Accounting Firm

Article 161 The Company shall appoint an accounting firm which complies with the provisions of laws and regulations and the Hong Kong Listing Rules to conduct the audit of financial statements, verification of net assets and other relevant advisory services, etc. The term of appointment shall be one year and may be renewed.

Article 162 The appointment, dismissal or no longer re-appointment of an accounting firm by the Company must be decided by the general meeting, and the Board shall not appoint an accounting firm before the decision of the general meeting.

Article 163 The Company shall provide the appointed accounting firm with true and complete accounting vouchers, account books, financial and accounting reports and other accounting information, and shall not reject, conceal or misstate any information.

Article 164 The remuneration of an accounting firm or the manner in which such remuneration is to be decided shall be determined by the general meeting.

Article 165 If the Company proposes to remove the accounting firm or not to renew the appointment thereof, it shall notify the accounting firm 30 days in advance. When the general meeting votes on the removal of the accounting firm, the accounting firm shall be allowed to state its opinions.

Where the accounting firm resigns, it shall state to the general meeting whether there is any impropriety on the part of the Company.

CHAPTER 8 NOTICES AND ANNOUNCEMENTS

Section 1 Notices

Article 166 Notices of the Company may be delivered through the following means:

(I) by hand;

- (II) by post;
- (III) by fax or email;
- (IV) by way of publishing information on websites designated by the Company and the stock exchange, subject to compliance with laws, administrative regulations, departmental rules, regulatory documents, relevant provisions of the relevant regulatory authorities, these Articles of Association and the Hong Kong Listing Rules;
- (V) by any other means as agreed by the Company and/or the recipient in advance or as accepted by the recipient after the notice is received;
- (VI) other means as approved by the relevant regulatory authorities in Hong Kong or as specified in these Articles of Association.

In relation to the means by which the Company provides and/or dispatches its corporate communication to holders of H Shares according to the Hong Kong Listing Rules, subject to compliance with the laws and regulations and the relevant listing rules of Hong Kong, the Company may also dispatch or provide corporate communication to its holders of H Shares by electronic means or by publishing information on the Company's website, in lieu of dispatching corporate communication to holders of H Shares by hand or by prepaid post.

The term "corporate communication" in the preceding paragraph refers to any document issued or to be issued by the Company for the information of, or action by, any holders of H Shares or other persons as required by the Hong Kong Listing Rules, including but not limited to:

1. the annual report of the Company containing the directors' report, the annual accounts of the Company, the auditors' report and the financial summary report (if applicable);
2. the interim report and the interim summary report (if applicable) of the Company;
3. notices of meetings;
4. listing documents;
5. circulars;

6. proxy forms (the term “proxy form” has the meaning ascribed to it under the Hong Kong Listing Rules, e.g., the form for the appointment of a proxy may be signed by a person authorised by the Company for that purpose). When the power under these Articles of Association is exercised to issue notices by way of announcement, such announcement shall be published in the manner prescribed by the Hong Kong Listing Rules.

Article 167 For a notice of the Company delivered by way of announcement, it shall be deemed as received by all relevant persons once it is published.

Article 168 Unless otherwise specified in these Articles of Association, the various means of sending notices specified in this section shall apply to the notices of general meetings and board meetings convened by the Company.

Article 169 For a notice of the Company delivered by hand, the notice shall be deemed to be received upon signing (or affixing the seal) by the recipient on the note of receipt and the receipt date shall be the date of serve. If the notice is delivered by post, the fifth business day from the date the notice is delivered to the post office shall be the receipt date for paper mail, and the date of sending shall be the receipt date for email. If the notice is delivered by way of fax, the date stated on the transmission completion report output by the Company’s fax machine shall be the receipt date. If the notice is delivered by way of announcement, the receipt date shall be the date on which the announcement is first published.

Article 170 The accidental omission to give notice of the meeting to, or the non-receipt of notice of the meeting by, any person entitled to receive notice shall not invalidate the meeting or the resolutions passed at the meeting.

Article 171 If the Hong Kong Listing Rules require the Company to send, post, distribute, issue, announce or otherwise provide relevant documents of the Company in English and Chinese, and if the Company has made appropriate arrangement to confirm whether the shareholders intend to receive either the English or the Chinese version, and to the extent permitted by applicable law and regulations and pursuant to the applicable laws and regulations, the Company may (as per the preference stated by the shareholders) only send the English version or the Chinese version to the shareholders concerned.

Section 2 Announcements

Article 172 The Company shall publish announcements and make information disclosures to shareholders holding shares other than H Shares on the Company’s website and the website of the stock exchange or through media that meet the conditions stipulated by the securities regulatory

authority of the State Council in accordance with the laws and regulations. If announcements shall be issued to holders of H Shares in accordance with these Articles of Association, the relevant announcement shall at the same time be published in the manner prescribed by the Hong Kong Listing Rules.

The Board shall have the power to adjust the newspapers designated by the Company for information disclosure, provided that it shall ensure that the designated newspapers for information disclosure meet the qualifications and conditions prescribed by relevant laws and regulations, the CSRC, overseas regulatory authorities and overseas stock exchanges.

CHAPTER 9 MERGER AND SPLIT-UP, CAPITAL INCREASE, CAPITAL DECREASE, DISSOLUTION AND LIQUIDATION

Section 1 Merger and Split-up, Capital Increase and Capital Decrease

Article 173 The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity.

The absorption of another company or other companies by a company is a merger by absorption, where the absorbed company or companies is/are dissolved. The merging of two or more companies to establish a new company is a merger by establishment of a new entity, where all parties to the merger are dissolved.

Article 174 In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten days from the date the Company passes the resolution in respect of the merger and shall publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days from the date of such resolution. A creditor shall have the right to require the Company to repay its debts or to provide a corresponding guarantee within thirty days from the date it receives the relevant notice or, in the case of a creditor who did not receive such notice, within forty-five days from the date of the relevant announcement.

Article 175 During the merger, claims and debts of each of the merged parties shall be assumed by the company survives the merger or the newly established company.

Article 176 When the Company splits up, its properties shall be divided up accordingly.

In the event of a split-up, the Company shall prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten days from the date the Company passes the resolution in respect of the split-up and shall publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days from the date of such resolution.

Article 177 Unless otherwise agreed in writing between the Company and its creditors in relation to the repayment of debts before the split-up, the surviving companies after the split-up shall assume the indebtedness of the Company incurred before such split-up on a joint and several basis.

Article 178 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 the general meeting passes the resolution in respect of the reduction of registered capital and shall publish an announcement in a newspaper or through the National Enterprise Credit Information Publicity System within thirty days from the date of such resolution. A creditor shall have the right to require the Company to repay its debts or to provide a corresponding guarantee within thirty days from the date it receives the relevant notice or, in the case of a creditor who did not receive such notice, within forty-five days from the date of the relevant announcement.

When the Company reduces its registered capital, the capital contribution amount or shareholding of each shareholder shall be reduced proportionally in accordance with their shareholding ratio, unless otherwise stipulated by laws or the Articles of Association.

Article 179 If losses remain unresolved after the Company offsets losses in accordance with the second paragraph of Article 153 hereof, the Company may reduce its registered capital to make up for such losses. Where registered capital is reduced to offset losses, the Company shall not distribute profits to shareholders, nor shall it exempt shareholders from their obligations to pay capital contributions or share subscriptions.

Reduction of registered capital pursuant to the preceding paragraph shall not be subject to the provisions of the second paragraph of Article 179 herein, but the Company shall publish an announcement in newspapers or on the National Enterprise Credit Information Publicity System within 30 days from the date on which the general meeting adopts the capital reduction resolution.

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

Article 180 Where registered capital is reduced in violation of the Company Law or other relevant regulations, shareholders shall return the funds received, and any reduction or exemption of shareholders' capital contributions shall be reversed; in case of losses caused to the Company, shareholders and responsible directors and senior management shall be liable for compensation.

Article 181 Where the Company issues new shares to increase its registered capital, shareholders do not have preemptive rights, unless otherwise stipulated in the Articles of Association, applicable laws or the Hong Kong Listing Rules or a resolution of the shareholders' meeting grants shareholders preemptive rights.

Article 182 The Company shall, in accordance with law, apply for change in registration with the company registration authority where there is a change in any item in its registration as a result of any merger or split-up; in case the Company is dissolved, the Company shall apply for deregistration in accordance with the laws; in case of establishment of a new company, the Company shall apply for registration thereof in accordance with the laws.

Increase or decrease of the registered capital of the Company shall apply for change in registration with the company registration authority according to law.

Section 2 Dissolution and Liquidation of the Company

Article 183 Under any of the following circumstances, the Company shall be dissolved:

- (I) the operating period stipulated in these Articles of Association expires or the occurrence of other events for dissolution stipulated in these Articles of Association;
- (II) the general meeting resolved to dissolve the Company;
- (III) the Company is required to dissolve as a result of a merger or split-up;
- (IV) its business license has been revoked, or it is ordered to close down or is deregistered according to the laws;
- (V) the Company has experienced material difficulties in operation and management, and the continuous operation would lead to substantial losses to the interests of its shareholders and there are no other solutions to resolve the matters, shareholders holding 10% or more of the voting rights of the Company may appeal to the People's Court for dissolution of the Company.

On the occurrence of the abovementioned events, the Company shall make an announcement on the National Enterprise Credit Information Publicity System within ten days.

Article 184 If the Company is under the circumstance stated in item (I) and (II) of Article 183 of these Articles of Association, the Company can continue operation by amending these Articles of Association or upon resolution at the general meeting if no assets have been distributed to any shareholder.

The amendment to these Articles of Association pursuant to the aforesaid provision or the resolution of the general meeting in accordance with the preceding paragraph shall require the approval of shareholders (excluding voting rights attached to treasury shares) representing at least two-thirds of the total voting rights of shareholders attending the general meeting in person or by proxy and voting thereat.

Article 185 Where the Company is dissolved pursuant to items (I), (II), (IV) and (V) of Article 183, the liquidation procedures shall be conducted. Directors shall be the Company's liquidation obligors and a liquidation committee shall be formed within 15 days from the date of occurrence of such grounds for dissolution, to carry out the liquidation process.

The composition of the liquidation committee shall be directors, except as otherwise decided by these Articles of Association or resolution of the general meeting.

Where a liquidation obligor fails to perform its liquidation duties in a timely manner, thereby causing losses to the Company or its creditors, such obligor shall be liable for compensation.

Article 186 During the liquidation period, the liquidation committee shall exercise the following functions and powers:

- (I) to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively;
- (II) to notify creditors by sending notice and making public announcement;
- (III) to deal with and settle any outstanding businesses of the Company;
- (IV) to pay outstanding taxes as well as taxes arising in the course of liquidation;
- (V) to settle claims and debts;
- (VI) to allocate the remaining assets of the Company after the repayment of debts;

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

Article 187 The liquidation committee shall notify creditors within 10 days from the date of its establishment and publish announcements in newspapers or on the National Enterprise Credit Information Publicity System within 60 days. The creditors may declare their claims to the liquidation committee within 30 days from the date it receives the above notice or within 45 days from the date of announcement if no such notice is received.

When declaring the claims, the creditors shall specify the relevant matters about the claims and provide corresponding evidence. The liquidation committee shall register such claims.

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

Article 188 After sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit to the general meeting or to the People's Court for confirmation.

The assets of the Company shall be used to pay liquidation expenses, staff wages and social insurance expenses and statutory compensation, outstanding taxes, and repay the Company's debts, and the remaining assets of the Company after repayment of its debts shall be distributed to the shareholders of the Company in proportion to their respective shareholdings.

During the liquidation period, the Company continues to exist, but it shall not engage in any operation activities irrelevant to the liquidation. Before using for liquidation in accordance with the previous provision, the assets of the Company will not be distributed to the shareholders.

Article 189 Where the Company is liquidated for dissolution, if, after sorting out the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee discovers that the Company's assets are insufficient to repay the Company's debts in full, it shall apply to the People's Court for bankruptcy and liquidation.

After the People's Court accepts the petition for bankruptcy and liquidation, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by People's Court.

Article 190 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, submit the same to the general meeting or the People's Court for confirmation, shall then be submitted to the company registration authority for cancellation of the registration of the Company.

Article 191 Members of the liquidation committee shall perform their liquidation duties and assume the duty of loyalty and duty of diligence.

Members of the liquidation committee shall be liable for compensation for losses caused to the Company due to their negligent in performing their liquidation duties; shall be liable for compensation for losses caused to the creditors due to their wilful misconduct or gross negligence.

Article 192 Where the Company is declared bankrupt according to law, it shall implement bankruptcy liquidation in accordance with the relevant laws on enterprise bankruptcy.

CHAPTER 10 AMENDMENTS TO THESE ARTICLES OF ASSOCIATION

Article 193 The Company may amend these Articles of Association according to the provisions of laws, administrative regulations, the Hong Kong Listing Rules and these Articles of Association.

Article 194 The Company shall amend these Articles of Association in any of the following circumstances:

- (I) After the amendments are made to the Company Law, the Hong Kong Listing Rules or relevant laws and administrative regulations, the provisions of these Articles of Association are in conflict with the amended laws, administrative regulations or the Hong Kong Listing Rules;
- (II) there is a change in the Company's situation, which is inconsistent with the matters recorded in these Articles of Association;
- (III) the general meeting decides to amend these Articles of Association.

Article 195 Amendments to these Articles of Association passed by the general meeting shall be submitted to the competent authorities for approval if they are subject to approval by the competent authorities. If the registered particulars of the Company are involved, application shall be made for registration of the changes in accordance with the laws.

Article 196 The Board shall amend these Articles of Association in accordance with the resolution of the general meeting on amendment to these Articles of Association and the examination and approval opinions from relevant competent authorities.

Article 197 Matters of amendment to these Articles of Association that are information required to be disclosed by laws and regulations shall be announced in accordance with the regulations.

CHAPTER 11 SUPPLEMENTARY PROVISIONS

Article 198 Definitions:

- (I) “Controlling Shareholder(s)” refers to the shareholder(s) holding shares representing more than 50% of the total share capital of the joint stock company; or the shareholder(s) whose shareholding ratio is not exceeding 50% but whose voting rights derived from its/their shareholding is/are sufficient to exert a material impact on the resolutions of the general meeting; or controlling shareholder as defined in the securities regulatory rules of the place where the Company’s shares are listed.
- (II) “de facto controller” is the natural person, legal person or other organization who is able to actually control the acts of the Company through an investment, agreement or other arrangement.
- (III) “connected relation” refers to the relationship between the Company’s controlling shareholder(s), de facto controller(s), director(s), and senior management officer(s) and the enterprise(s) directly or indirectly controlled by them, as well as other relations which may lead to the transfer of the interests of the Company. However, enterprises controlled by the State shall not be deemed to be in a connected relation solely on the ground that they are controlled by the State. In the Articles of Association, “connected relationship” includes not only the above definitions, but also “connected relationship” as defined in the Hong Kong Listing Rules; “related party”/“connected person” includes the definition of “connected person” under the Hong Kong Listing Rules; “related transaction” includes a “connected transaction” as defined in the Hong Kong Listing Rules.

Article 199 The Board may formulate rules of procedures in accordance with the provisions of these Articles of Association. The rules of procedures shall not conflict with the provisions of these Articles of Association.

Article 200 The Articles of Association are written in Chinese. Should there be any discrepancy between the versions in other languages or different versions and these Articles of Association, the Chinese version of these Articles of Association most recently approved and registered by the company registration authority shall prevail.

Article 201 In these Articles of Association, “no less than”, “within” includes the underlying number; while “less than”, “beyond”, “below”, “more than”, “exceed”, “short of” or “more than” does not include the underlying number.

Article 202 In case of any inconsistency between the provisions of these Articles of Association and the relevant provisions of the Hong Kong Listing Rules and other relevant laws, regulations and regulatory documents as may be promulgated from time to time, the relevant provisions of the Hong Kong Listing Rules and other relevant laws, regulations and regulatory documents shall prevail.

Article 203 In these Articles of Association, the meaning of the term “accounting firm” is the same as that of “auditor”.

Article 204 The Articles of Association shall be interpreted by the Board of the Company.

Article 205 The annexes to these Articles of Association include the Procedures of General Meetings and Procedures of the Board.

Article 206 The Articles of Association shall come into effect upon approval by the general meeting. The Company’s original articles of association in force shall automatically lapse from the effective date of these Articles of Association.

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Legal Representative (signature): _____