Jiangxi Rimag Group Co., Ltd.

Articles of Association

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Chapter 1 General Provisions

Article 1 The Articles of Association are formulated with reference to the actual situation of the Company pursuant to the Company Law of the People's Republic of China (hereinafter as the "**Company Law**"), the Securities Law of the People's Republic of China (hereinafter as the "**Securities Law**"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines for Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter as the "**Hong Kong Listing Rules**"), and other laws, regulations, departmental rules, normative documents and relevant requirements of the securities regulatory authorities of the place where the Company's shares are listed in order to protect the legitimate rights and interests of Jiangxi Rimag Group Co., Ltd. (hereinafter as the "**Company**") and shareholders, employees and creditors thereof and regulate the organization and behavior of the Company.

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

The Company was established by means of promotion based on the change of Jiangxi Rimag Group Limited as a whole; it was registered with the Administrative Examination and Approval Bureau of Ganjiang New Area and obtained its business license with unified social credit code of 914403003194442602.

Article 3 The Company made an initial offering of 17,816,000 ordinary shares of overseas listed foreign shares (H shares) with a nominal value of RMB1.00 per share to investors upon approval by The Stock Exchange of Hong Kong Limited (hereinafter as the "**Hong Kong Stock Exchange**") on June 6, 2024 and upon filing with the China Securities Regulatory Commission (hereinafter as the "**CSRC**") on January 8, 2024 for listing on the Main Board of the Hong Kong Stock Exchange on June 7, 2024.

Article 4 The registered name of the Company is 江西一脈陽光集團股份有限公司. The English name of the Company is Jiangxi Rimag Group Co., Ltd.

Article 5 Address of the Company: Room 1002, 10th Floor, 10# Building, Public R&D Centre, Xinqi Zhoudong Avenue South, Chinese Medicine Science and Technology Innovation City, Ganjiang New District, Jiangxi Province. Postal code: 330029.

Article 6 The registered capital of the Company is RMB450,497,332.

Article 7 The Company is a permanently existing joint stock limited company.

Article 8 The general manager is the Company's legal representative. If a manager who serves as the legal representative resigns, he/she shall be deemed to have resigned from the position of the legal representative simultaneously. Where the legal representative resigns, the Company shall determine a new legal representative within thirty days from the date of the resignation of the legal representative. The legal consequences of civil activities performed by a legal representative in the name of the Company shall be borne by the Company. Restrictions on the authority of the legal representative imposed by the Articles of Association or the shareholders' general meeting shall not be enforceable against 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 9 All the Company's assets are divided into equal shares. Each shareholder is responsible to the Company to the extent of his or her subscribed shares. The Company is responsible for its debts with all its total assets.

Article 10 From the effective date of the Articles of Association, the Articles of Association shall become a legally binding document which regulates the Company's organization and acts, the rights and obligations between the Company and shareholders, and amongst the shareholders, and shall be legally binding upon the Company, shareholders, directors and senior management. According to the Articles of Association, the shareholders can sue the other shareholders. The shareholders can sue the Company's directors, the general manager and other senior management. The shareholders can sue the Company. The Company can sue the shareholders, directors, the general manager and other senior management.

Article 11 The term "senior management" in the Articles of Association refers to the general manager, chief financial officer, secretary to the Board, and other senior management appointed by the Board.

Article 12 The Company shall, in accordance with the provisions of the Constitution of the Communist Party of China, establish the Party organizations and carry out Party-related activities. The Company shall provide necessary conditions for the activities of the Party organizations (if needed).

Chapter 2 Objectives and Scope of Business

Article 13 The Company's objectives of business are: to build the largest and most influential medical hospital in China and even in the world specialized in imaging and feature a medical imaging service platform, with continuous adherence to core operation philosophy of "clinically targeted and leading imaging services" and values of "service-oriented practicality and innovation with integrity".

Article 14 The Company's scope of business in accordance with the registration under the laws includes: Permitted items: import and export of goods, technology import and export, import and export agent, Class III medical device operation, various construction activities, medical services (for projects that are subject to approval in accordance with the laws, the business activities can only be conducted after obtaining approval(s) from the relevant departments during the licensing period, the specific business projects and the licensing period shall be subject to the approval documents or license documents granted by the relevant departments); General projects: technology services, technology development, technology consulting, technology exchange, technology transfer, technology promotion, software development, information technology consulting services, enterprise management, healthcare consulting services (excluding examination and diagnostic services), hospital management, medical equipment lease, domestic trade agent, Class I medical device sales, Class II medical device sales, residential property lease, non-residential property lease, project planning and public relation services, mobile vehicle lease, construction management services, remote healthcare management services, general equipment repair, specialized equipment repair, maintenance of electronic and mechanical equipment (excluding special-purpose equipment) (except for projects subject to approval by laws, the business activities can be conducted independently with the business license in accordance with the laws).

Chapter 3 Shares

Section 1 Share Issuance

Article 15 The Company's shares shall be in registered form.

Article 16 The Company's shares shall be issued based on the principles of openness, fairness and justice. Shares of the same class shall carry equal rights.

For the same class of shares of the same issuance, each share shall be issued on the same terms and at the same price. Any entity or individual shall pay the same price for any such shares subscribed.

Unlisted shares and overseas listed foreign shares issued by the Company shall rank *pari passu* in respect of any distribution by way of dividend (including distributions in cash and in kind) or any distributions in any other forms. No powers shall be exercised to freeze or otherwise impair any of the rights attached to any share by reason only that the person or persons who are interested directly or indirectly therein have failed to disclose their interests to the Company.

After being filed with the securities regulatory authority of the State Council and approved by the Hong Kong Stock Exchange, all or part of the Company's unlisted domestic shares may be converted into overseas listed shares, and the overseas listed shares so converted may be listed and traded on an overseas stock exchange. The listing and trading of such converted shares on the overseas stock exchange shall also be subject to the regulatory procedures, regulations and requirements of the overseas stock market. In the event that the domestic unlisted shares are converted into overseas listed shares and listed and traded on an overseas stock exchange, it is not necessary to convene a shareholders' general meeting to vote, and it shall be voted by the Board.

Article 17 All the shares issued by the Company shall be denominated in Renminbi, with a nominal value of RMB1.00 per share.

Article 18 The H shares issued by the Company are under centralized depositary of Computershare Hong Kong Investor Services Limited.

Article 19 The registered capital of the Company was RMB97,055,469 upon establishment. The total number of shares of the Company was 97,055,469 shares, all of which were ordinary shares. The names of the promoters of the Company, number of shares subscribed, means of capital contributions and time of capital contributions upon its establishment are as follows in the table:

No.	Name of promoter	Number of shares subscribed (in ten thousand)	Percentage of shareholding (%)	Means of capital contribution	Contribution time
1	Wang Shihe (王世和)	2,000.0000	20.6068	By conversion of net assets into shares	By June 18, 2021

No.	Name of promoter	Number of shares subscribed (in ten thousand)	Percentage of shareholding (%)	Means of capital contribution	Contribution time
2	Jiangxi Ganjiang New Area Rimag Enterprise Management Center (Limited Partnership) (江西贛江新區一脈陽光企業管理中心(有限合夥)) (formerly known as Nanchang Rimag Sunshine Enterprise Management Center (Limited Partnership) (南昌一脈陽光企業管理中心(有限合夥)))	1,302.9529	13.4248	By conversion of net assets into shares	By June 18, 2021
3	Beijing Goldman Sachs Consulting Co., Ltd. (北京高盛顧問有限公司)	1,029.4090	10.6064	By conversion of net assets into shares	By June 18, 2021
4	Gu Junjun (顧軍軍)	941.1765	9.6973	By conversion of net assets into shares	By June 18, 2021
5	Ningbo Meishan Free Trade Port Zone Baishan Investment Management Partnership (Limited Partnership) (寧波梅山保稅港區佰山投資管理合夥企業(有限合夥))	735.2938	7.5760	By conversion of net assets into shares	By June 18, 2021
6	PICC Beijing Health Care Fund, L.P. (北京人保健康養老產業投資基金(有限合夥))	642.9801	6.6249	By conversion of net assets into shares	By June 18, 2021
7	Ganjiang New Area Development and Investment Group Co., Ltd. (贛江新區創新產業投資有限公司), formerly known as Jiangxi Ganjiang New Area Development and Investment Group Co., Ltd. (江西贛江新區開發投資集團有限責任公司)	485.2773	5.0000	By conversion of net assets into shares	By June 18, 2021

No.	Name of promoter	Number of shares subscribed (in ten thousand)	Percentage of shareholding (%)	Means of capital contribution	Contribution time
8	Ningbo Meishan Free Trade Port Zone CICC Haoguan Equity Investment Partnership (Limited Partnership) (寧波梅山保稅港區中金澔冠股權投資合夥企業(有限合夥))	377.0738	3.8851	By conversion of net assets into shares	By June 18, 2021
9	Xiamen CICC Yingrun Equity Investment Fund Partnership (Limited Partnership) (廈門中金盈潤股權投資基金合夥企業(有限合夥))	313.7515	3.2327	By conversion of net assets into shares	By June 18, 2021
10	Nanjing Neovision Growth Phase I Equity Investment Partnership (Limited Partnership) (南京高科新浚成長一期股權投資合夥企業(有限合夥))	299.0196	3.0809	By conversion of net assets into shares	By June 18, 2021
11	Beijing Rimag Enterprise Management Center (Limited Partnership) (北京一脈企業管理中心(有限合夥))	276.6080	2.8500	By conversion of net assets into shares	By June 18, 2021
12	Hangzhou Jingxin Venture Capital Partnership (Limited Partnership) (杭州鏡心創業投資合夥企業(有限合夥)), formerly known as Hangzhou Jingxin Investment Partnership (Limited Partnership) (杭州鏡心投資合夥企業(有限合夥))	245.0979	2.5253	By conversion of net assets into shares	By June 18, 2021
13	Beijing Shengzexin Technology Development Co., Ltd. (北京盛澤鑫科技發展有限公司)	220.5881	2.2728	By conversion of net assets into shares	By June 18, 2021
14	Gongqingcheng Xiaofeng Zhirui Entrepreneur Investment Partnership (Limited Partnership) (共青城曉渢智睿創業投資合夥企業(有限合夥))	113.1221	1.1655	By conversion of net assets into shares	By June 18, 2021

No.	Name of promoter	Number of shares subscribed (in ten thousand)	Percentage of shareholding (%)	Means of capital contribution	Contribution time
15	Yu Kaitao (於開濤)	100.0000	1.0303	By conversion of net assets into shares	By June 18, 2021
16	Zhou Xiaoyan (周小炎)	100.0000	1.0303	By conversion of net assets into shares	By June 18, 2021
17	Beijing Meiyue Enterprise Consulting Center (Limited Partnership) (北京美越企業諮詢中心(有限合夥))	84.6738	0.8724	By conversion of net assets into shares	By June 18, 2021
18	Beijing Huayu Rongchuang Technology Co., Ltd. (北京華宇融創科技有限公司)	73.5294	0.7576	By conversion of net assets into shares	By June 18, 2021
19	Jiangxi Provincial State – owned Enterprise Asset Management (Holding) Co., Ltd. (江西省國有資本運營控股集團有限公司), formerly known as Jiangxi Provincial State – owned Enterprise Asset Operation (Holding) Co., Ltd. (江西省省屬國有企業資產經營(控股)有限公司)	71.2505	0.7341	By conversion of net assets into shares	By June 18, 2021
20	Zhao Wenbing (趙文兵)	58.8235	0.6061	By conversion of net assets into shares	By June 18, 2021
21	Yang Jun (楊俊)	52.2080	0.5379	By conversion of net assets into shares	By June 18, 2021
22	Luo Lifang (羅立方)	50.0000	0.5152	By conversion of net assets into shares	By June 18, 2021
23	Shanghai Liying Investment Management Center (Limited Partnership) (上海立贏投資管理中心(有限合夥)) (deregistered)	50.0000	0.5152	By conversion of net assets into shares	By June 18, 2021
24	Zaozhuang Ruiqing Equity Investment Limited Partnership (Limited Partnership) (棗莊瑞慶股權投資合夥企業(有限合夥))	35.6640	0.3675	By conversion of net assets into shares	By June 18, 2021

No.	Name of promoter	Number of shares subscribed (in ten thousand)	Percentage of shareholding (%)	Means of capital contribution	Contribution time
25	Shanghai Huiyan Investment Management Center (Limited Partnership) (上海匯晏投資管理中心(有限合夥))	24.5000	0.2524	By conversion of net assets into shares	By June 18, 2021
26	Zaozhuang Ruizhi Equity Investment Limited Partnership (Limited Partnership) (棗莊瑞智股權投資合夥企業(有限合夥))	22.5471	0.2323	By conversion of net assets into shares	By June 18, 2021
Total		9,705.5469	100.0000	–	–

Article 20 The total number of shares of the Company is 450,497,332 shares, the Company's capital structure is: 450,497,332 ordinary shares.

Article 21 The Company or the subsidiaries of the Company (including affiliates of the Company) may not provide any assistance by way of gift, loan, guarantee and other financial assistance for others to acquire shares of the Company unless the Company carries out an employee stock ownership plan.

In the interests of the Company, by resolution of the shareholders' general meeting, or by resolution of the Board in accordance with the Articles of Association or the authorization of the shareholders' general meeting, the Company may provide financial assistance for others to acquire shares of the Company, provided that the cumulative total amount of the financial assistance shall not exceed ten percent of the total issued share capital. Resolutions made by the Board shall be passed by more than two-thirds of all directors.

In the event of any damage caused to the Company due to their violation of the preceding two paragraphs, the responsible directors and senior management shall be liable for compensation.

Section 2 Increase, Reduction and Repurchase of Shares

Article 22 According to operational and development needs, the Company may, according to the law and regulations, increase its capital in the following ways, subject to resolutions adopted by the general meeting:

(1) Issuing shares to unspecified targets;

(2) Issuing shares to specified targets;

(3) Allotting or delivering new shares to existing shareholders;

(4) Converting the reserve funds into share capital;

(5) Other means prescribed by the law, administrative regulations and approved by the CSRC and Hong Kong Stock Exchange.

Article 23 The Company may reduce its registered capital. If the Company reduces its registered capital, such reduction shall be in accordance with the requirements of the Company Law, other related regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, as well as procedures stipulated in the Articles of Association.

Article 24 The Company shall not purchase its shares, except in one of the following circumstances:

(1) reduction of the registered capital of the Company;

(2) mergers with other company holding shares of the Company;

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

(4) request to the Company to acquire the shares from shareholders who vote against any resolution adopted at the General Meeting on the merger or division of the Company;

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

(6) necessity for maintaining company value and protecting shareholders' equity;

(7) other circumstances as permitted by the laws, administrative regulations, departmental rules and regulating rules of the place where the shares of the Company are listed.

Article 25 The Company may purchase its shares in the manner of open and centralized trading method or other methods approved by laws, administrative regulations, the Hong Kong Listing Rules, securities regulatory rules of the place where the Company's shares are listed and the CSRC (if required). The purchase by the Company of its own shares for circumstances provided in items (3), (5) and (6) under Article 24 of the Articles of Association shall be proceeded by an open and centralized trading method.

Article 26 In the event of acquiring its own shares by the Company under the circumstances as mentioned in items (1) or (2) under Article 24 herein, the acquisition shall be approved by a resolution at a general meeting. In the event of acquiring its own shares by the Company under the circumstances as mentioned in items (3), (5) or (6) under Article 24 herein, the acquisition may be performed in accordance with the requirements as stated in the Articles of Association or pursuant to the mandate granted by a general meeting of shareholders and approved by a resolution at a meeting of the Board passed by not less than two thirds of all attending directors.

After the Company has acquired its own shares pursuant to Article 24 herein, in the circumstances under item (1), such shares shall be cancelled within ten days from the date of acquisition; in the circumstances under items (2) or (4), such shares shall be transferred or cancelled within six months; in the circumstances under items (3), (5) or (6), the total number of its own shares held by the Company shall not exceed 10% of the total number of issued shares of the Company and shall be transferred or cancelled within three years.

The relevant regulatory rules of the place where the Company's shares are listed shall prevail if the matters related to the repurchase of shares are otherwise governed thereunder.

Section 3 Transfer of Shares

Article 27 The shares of the Company may be transferred according to law. All transfers of overseas listed foreign shares shall be effected by instruments of transfer in writing in an ordinary or usual form or in any other form acceptable to the Board of directors (including the standard transfer format or ownership transfer form as prescribed by the Hong Kong Stock Exchange from time to time). If the transferor or the transferee is a recognized clearing house ("**Recognized Clearing House**") or proxy thereof as defined by relevant provisions of the Hong Kong laws in force from time to time, the written instrument of transfer may be signed by hand or in a machine-printed form. All the document of transfer shall be kept at the legal address of the Company or such address as the Board of directors may specify from time to time.

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

Article 29 The shares issued before the Company publicly issues any shares shall not be transferred within one year from the date when the shares of the Company are listed and traded in a stock exchange. Where the transfer of the Company's shares held by the shareholders of listed companies is otherwise stipulated by laws, administrative regulations, or the securities regulatory authorities under the State Council, such provisions shall prevail.

The directors and senior management of the Company shall report to the Company the shares (including preferred shares, if any) held by them and the changes thereof. During the term of their office determined at the time of their assumption of office, the shares transferred by any of them each year shall not exceed 25% of the total number of shares in the same class of the Company that he or she holds. The shares of the Company held by the aforesaid persons shall not be transferred within one year from the date when the shares of the Company are listed and traded in a stock exchange. If any of the aforesaid persons leaves from his or her post, he or she shall not transfer the shares of the Company that he or she holds within six months from such departure.

If the shares are pledged within the period of transfer restriction prescribed by laws and administrative regulations, the pledgee shall not exercise the pledge right within the period of transfer restriction.

Article 30 If a director or senior management of the Company, or a shareholder holding not less than 5% of the shares of the Company sells the shares of the Company or other securities of equity nature within six months after buying those shares, or buys the shares within six months after selling, all the gains arising thereof shall belong to the Company. Such gains shall be collected by the Board. However, if a securities company underwrites unsold shares, thereby holding not less than 5% of the shares, other circumstances stipulated by CSRC and the place where the Company's shares are listed are exempted from such requirements.

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

If the Board of the Company does not comply with the first paragraph of this Article, the shareholders can request the Board to do so within 30 days. If the Board does not enforce such right within the said period, the shareholders are entitled to commence litigations in court in their own names for the interest of the Company.

If the Board of the Company fails to act in accordance with the first paragraph of this Article, the responsible directors shall be jointly and severally liable in accordance with the law.

Chapter 4 Shareholders and General Meeting

Section 1 Shareholders

Article 31 The Company shall maintain a register of shareholders with the credentials provided by the securities registration institution, and the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company. Shareholders shall enjoy rights and have obligations according to the class of shares held. Holders of shares of the same class shall enjoy equal rights and have equal obligations.

The Company may keep overseas the register of holders of overseas listed foreign shares and entrust the administration thereof to an overseas agent in accordance with the understanding and agreement reached between the Securities Regulatory Authorities of the State Council and the overseas Securities Regulatory Authorities.

In respect of the register of shareholders of overseas listed foreign shares, the Company shall keep the original of the register of shareholders relating to holders of shares listed on the Stock Exchange of Hong Kong in Hong Kong and maintain a copy at the Company's domicile. The entrusted overseas agencies shall from time to time maintain the consistency of the original register of shareholders of overseas listed foreign shares and the copies thereof.

In case of any inconsistency between the original and copies of the register of shareholders for overseas listed foreign shares, the original shall prevail.

The Company shall keep a complete register of shareholders. The register of shareholders shall include the following parts:

(1) the register(s) of shareholders kept at the Company's domicile other than those specified in items (2) and (3) of this Article;

(2) the register(s) of holders of overseas listed foreign shares of the Company kept in the place(s) where the overseas stock exchange on which the foreign shares are listed is located;

(3) the register(s) of shareholders kept in other places as the Board may deem necessary for the purpose of listing of the Company's shares.

The alteration or rectification of any part of the register of shareholders shall be carried out in accordance with the laws of the place where such part of the register is maintained.

Change of the register of shareholders arising from share transfer shall not be registered within twenty days before convening of a shareholders' general meeting or within five days prior to the reference date set by the Company for the purpose of distribution of dividends. Where laws, administrative regulations, departmental rules, normative documents and relevant stock exchanges where the Company's shares are listed or regulatory authorities stipulate on the period of closure of the register of shareholders prior to a shareholders' general meeting or the base date on which the Company decides to distribute dividends, such provisions shall prevail.

Article 32 When the Company convenes a general meeting, distributes dividends, liquidates, or engages in other actions that require confirmation of the identity of shareholders, the Board or the convener of the general meeting determines the equity registration date. Shareholders who are registered after the market closes on the equity registration date enjoy relevant rights and interests.

Article 33 Holders of shares of the Company shall enjoy the following rights:

(1) To receive dividends and other profit distributions on the basis of the number of shares held by them;

(2) To request the holding of, convene, hold, participate or send proxy to attend general meeting and speak at the general meeting, and exercise corresponding voting rights in accordance with the law;

(3) To monitor, make suggestions or question the Company's operation;

(4) To transfer, donate or pledge shares in his/her possession in accordance with the law, administrative regulations, as well as provisions of the Articles of Association;

(5) To inspect, reproduce the Articles of Association, register of shareholders, minutes of general meetings, resolutions of the Board meetings and financial and accounting reports. Eligible shareholders may also inspect the accounting books and accounting vouchers of the Company;

(6) When the Company terminates or liquidates, receive his/her share of remaining assets of the Company according to the shares held;

(7) If a shareholder dissents from the merger or demerger of the Company at a general meeting, he/she may request the Company to buy back his/her shares;

(8) Other rights under the law, administrative regulations, departmental rules, the Hong Kong Listing Rules or the Articles of Association.

Article 34 When a shareholder requests to have access to or reproduce the information mentioned in the preceding Article, he or she shall present evidence to prove the class and amount of shareholdings in writing. The Company shall comply with the shareholder's request after verifying his/her identity.

Article 35 A resolution of the Company's general meeting or Board meeting may be declared void by the People's Court upon application from shareholders if the content contravenes the law or administrative regulations.

If the convening procedure or voting method of a general meeting or Board meeting contravenes the law, administrative regulations or the Articles of Association, or if the contents of the resolutions of such meetings contravene the Articles of Association, the shareholders can request the People's Court to revoke the resolution within sixty days of the resolution, unless the convening procedure or voting method of a general meeting or the Board meeting only contains a minor defect without a substantial impact on the resolution. A shareholder who has not been

notified to attend the general meeting may request the People's Court to revoke such resolution within 60 days from the date on which the shareholder knows or should know that the resolution of the general meeting has been made; if the right of revocation is not exercised within one year from the date on which the resolution is made, the right of revocation shall be extinguished.

Resolution of the general meeting or the Board of the Company shall not be established in any of the following circumstances:

(1) The resolution is adopted without holding a general meeting or a Board meeting;

(2) A matter to be decided fails to be put to a vote at a general meeting and a Board meeting;

(3) The number of attendees at a meeting, or the number of voting rights held, is less than the quorum or the number of voting rights held as specified by the Company Law or the Articles of Association;

(4) The number of persons consenting to the resolution, or the number of voting rights held, is less than those specified by the Company Law or the Articles of Association.

Article 36 If a director or senior management (other than members of the Audit Committee) contravenes the law, administrative regulations or the Articles of Association when carrying out his duties resulting in losses to the Company, shareholders individually or together holding 1% or more of the shares for 180 days continuously may request the Audit Committee in writing to commence litigation in the court. If the Audit Committee contravenes the law, administrative regulations or the Articles of Association when carrying out its duties and results in losses to the Company, the shareholders may request the Board in writing to commence litigation at the court.

If the Audit Committee or Board refuses to commence litigation upon receipt of the shareholder's written request under the preceding paragraph, or does not commence litigation within 30 days upon receipt of the request, or the situation is so urgent that without an immediate litigation it will cause irreparable losses to the Company, the shareholders so entitled under the previous paragraph may commence litigation directly at the court under their own names for the interest of the Company.

If any person intervenes with the lawful interests of the Company and result in losses suffered by the Company, a shareholder so entitled under the first paragraph may commence litigation at the court in accordance with the two preceding paragraphs.

In cases where any director, supervisor or senior management of a wholly-owned subsidiary of the Company are involved in any of the circumstances set forth in the preceding paragraph, or the lawful rights and interests of the wholly-owned subsidiary of the Company are infringed by any other person, resulting in any losses, any shareholder individually or shareholders collectively holding 1% or more of the shares of the Company for 180 or more consecutive days, may, in accordance with the three preceding paragraphs, make a written request to supervisors/the board of supervisors/the audit committee or the board of directors of the wholly-owned subsidiary to commence litigation at the people's court, or directly commence litigation under their own name at the people's court.

Article 37 If a director or senior management contravenes the law, administrative regulations or the Articles of Association, thereby damaging shareholders' interests, the shareholders can commence litigation in the court.

Article 38 Holders of shares of the Company shall have the following obligations:

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

(2) To pay subscription monies according to the number of shares subscribed and the method of subscription;

(3) Not to withdraw shares except in cases provided by laws and regulations;

(4) Not to abuse their shareholders' rights to harm the legitimate interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the legitimate interests of any creditor of the Company;

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

Shareholders of the Company who abuse their shareholders' rights and thereby cause loss to the Company or other shareholders shall be liable for indemnity according to the law; where shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company. If shareholders conduct any action stipulated in the preceding paragraph by using two or more companies controlled by him/her, each of the companies shall assume joint and several liability for any one of the companies' debts.

Article 39 Where a shareholder holding 5% or more voting shares of the Company pledges any shares in his/her possession, he/she shall make a written report to the Company on the day on which he/she pledges his/her shares.

Article 40 The controlling shareholders and de facto controllers of the Company shall not use their connected relationships to harm the interests of the Company. Any person who violates this provision and causes losses to the Company shall be liable for compensation.

The controlling shareholders and de facto controllers of the Company shall have fiduciary duties towards the Company and public shareholders of the Company. The controlling shareholders shall exercise their rights as contributors in strict compliance with the laws. The controlling shareholders shall not infringe the legitimate rights of the Company and other shareholders of the Company through profit distribution, asset restructuring, external investment, capital appropriation and loan guarantee, and shall not make use of their controlling status to jeopardize the interests of the Company and public shareholders of the Company.

Article 41 Any shareholder who is registered in, or any person who requests to have his/her name entered in, the register of shareholders may, if his/her share certificates are lost, apply to the Company for a replacement share certificate in respect to such shares.

Application for a replacement share certificate lost by shareholders of unlisted shares shall be addressed pursuant to the relevant provisions of the Company Law.

Application for a replacement share certificate lost by holders of overseas listed foreign shares shall be addressed pursuant to the laws, rules of the stock exchange or other relevant regulations of the place where the original register of holders of overseas listed foreign shares is kept.

Section 2 General Provisions on General Meeting

Article 42 The general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers according to law:

(1) Elect and replace directors. Make decisions on matters in relation to the remuneration of the directors;

(2) Review and approve the reports of the Board;

(3) Review and approve the profit distribution plan and loss compensation plan of the Company;

(4) Decide on increasing or reducing the registered capital of the Company;

(5) Decide on the issue of corporate bonds or other securities and listing scheme of the Company;

(6) Decide on issues such as merger, division, dissolution, liquidation and change of form of the Company;

(7) Amend the Articles of Association;

(8) Decide on the engagement, dismissal or non-renewal of the accounting firm of the Company;

(9) Review and approve the guarantee issues as prescribed in Article 43;

(10) Consider the purchase or disposal of substantial assets of the Company with an amount exceeding 30% of audited total assets in the latest accounting year of the Company within one year;

(11) Consider and approve any change in the use of proceeds;

(12) Review share incentive schemes and employee share ownership plans;

(13) Consider other matters required to be approved or resolved at the general meeting under the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

The Board may be authorized by the shareholders' general meeting to adopt resolutions on the issuance of corporate bonds. Shares, corporate bonds convertible into shares and asset securitisation products may be issued by a resolution of the shareholders' general meeting or by a resolution of the Board as authorized by the Articles of Association or the shareholders' general meeting, the specific implementation of which shall comply with the laws, administrative regulations and the provisions of the CSRC and the stock exchanges.

Article 43 The following external guarantees given by the Company shall be considered and approved by the general meeting:

(1) the total amounts of the external guarantees provided by the Company and its holding subsidiaries exceed 50% of the latest audited net assets;

(2) the total amounts of the external guarantees provided by the Company exceed 30% of the latest audited total assets;

(3) any guarantee provided after the amount of the guarantee exceeds 30% of the Company's latest audited total assets in accordance with the principle of calculating the amount of the guarantee on a cumulative basis over 12 consecutive months;

(4) any guarantees provided to companies with an asset-liability ratio exceeding 70%;

(5) a single guarantee with the amount exceeding 10% of the latest audited net assets of the Company;

(6) any guarantees provided for shareholders, de facto controllers and their related parties;

(7) other guarantees which shall be determined at the general meeting as prescribed by the laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed or the Articles of Association.

External guarantees to be approved at general meeting of shareholders above shall be considered and approved by the Board before submission to the general meeting.

For matters of guarantee within the powers and extent of authority of the Board, in addition to passing a resolution by more than half of all directors, consent is also required from not less than two-thirds of the directors who attend the Board meeting. The guarantees in (2) of the first paragraph of this Article at the general meeting shall be passed by votes representing more than two-thirds of the voting rights of shareholders represented at the relevant meeting.

When the general meeting considers a proposal to provide guarantees for shareholders, de facto controllers and their related parties, the shareholder or the shareholder controlled by the de facto controller shall not participate in the voting. The vote shall be passed by more than half of the voting rights held by other shareholders attending the general meeting.

Those who violate the abovementioned authority of review and approval on external guarantees and cause damages to the interests of the shareholders of the Company shall be liable for compensation according to laws.

Article 44 The general meeting includes annual general meetings and extraordinary general meetings. The annual general meeting shall be held once every year, within six months following the end of the previous accounting year.

Article 45 The Board shall convene an extraordinary general meeting within two months upon the occurrence of the following events:

(1) the number of directors is less than the minimum number specified in the Company Law or two-thirds of the number specified in the Articles of Association;

(2) the unrecovered losses of the Company amount to one third of the total amount of its paid-up share capital;

(3) shareholders holding, individually or collectively, more than 10% of the outstanding shares of the Company with voting rights request to convene the general meeting in writing (the number of the shares held is calculated based on the date that shareholders made such written request);

(4) the Board considers it necessary;

(5) the board of Audit Committee proposes to convene such a meeting;

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

Article 46 The general meeting of the Company shall be convened at: the domicile of the Company, other office location, or the place explicitly specified in the notice of general meeting. The details shall be specified in each notice of the general meeting by the convener.

The general meeting will have a venue for a physical meeting to be held. The Company will also provide internet voting or other means to facilitate shareholders' participation in the general meeting. A shareholder who participates in a general meeting in the aforesaid manners shall be deemed to have been present at the meeting.

After the notice of a general meeting has been issued, the venue for holding the physical general meeting shall not be changed without a proper reason. If a change is necessary, the convener shall issue an announcement to each shareholder at least two working days prior to the date when the physical meeting is to be held and explain the reasons.

Article 47 If the Company is explicitly required to engage a legal adviser to witness and issue legal opinions at the general meeting during the general meeting under the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, the Company will engage a legal adviser to issue legal opinions on the following matters and publish the same:

(1) whether the procedures of convening and holding the meeting comply with relevant laws or administrative regulations and the Articles of Association;

(2) whether the qualifications of the attendants and the convener are legal and valid;

(3) whether the voting procedure and results are legal and valid;

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

Section 3 Convening of General Meeting

Article 48 With the consent of a majority of all independent directors, independent directors are entitled to propose an extraordinary general meeting to the Board. Concerning the above request, the Board shall, in accordance with the law, administrative regulations, the Hong Kong Listing Rules, and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal.

If the Board agrees to convene the extraordinary general meeting, it shall issue a notice of general meeting within five days upon making the resolution. If the Board does not agree to convene an extraordinary general meeting, it shall explain the reasons and make an announcement accordingly.

Article 49 The Audit Committee is entitled to propose an extraordinary general meeting to the Board, which shall be made in writing. Concerning the above request, the Board shall, in accordance with the law, administrative regulations, the Hong Kong Listing Rules, and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting within 10 days upon receipt of the proposal.

If the Board agrees to convene the extraordinary general meeting, it shall issue a notice of general meeting within 5 days of the decision. Any changes made to the original request in the notice shall be agreed by the Audit Committee.

If the Board disagrees to convene the extraordinary general meeting or does not reply within 10 days upon receipt of the proposal, it shall be deemed as failing or not discharging its duties to convene the general meeting. The Audit Committee shall then be entitled to convene and hold the meeting itself.

Article 50 Shareholders that hold, individually or collectively, 10% or more of the shares in the Company shall have the right to request in writing the Board to convene an extraordinary general meeting. The Board shall, in accordance with relevant laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, give a written response on whether or not it agrees to convene such an extraordinary general meeting within 10 days after receiving the proposal from the abovementioned shareholders to call such meeting.

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 made to the original request in the notice shall be approved by the relevant shareholders.

If the Board does not agree to convene the extraordinary general meeting, or fails to make a response within 10 days upon receipt of the request, the shareholder(s) individually or collectively holding 10% or more of the shares of the Company shall have the right to propose to the Audit Committee to convene the extraordinary general meeting. Such request shall be made to the Audit Committee in writing.

If the Audit Committee agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days upon receipt of the request. Any change made to the original request in the notice shall be approved by the relevant shareholders.

If the Audit Committee fails to issue the notice calling such a meeting within the period specified hereinabove, it shall be deemed to have failed to convene and preside over such meeting. The shareholders that hold, individually or collectively, 10% of the shares in the Company for 90 consecutive days or a longer period may convene and preside over such meeting.

Article 51 The Audit Committee or the shareholders that decide to hold the general meeting by itself or themselves must notify the Board thereof in writing.

The shareholders that convene the general meeting shall hold at least 10% of the total amount of the shares in the Company prior to the resolutions of such meeting.

Article 52 For the general meetings convened by the Audit Committee or the shareholders, the Board and the secretary to the Board shall coordinate accordingly. The Board will provide the register of shareholders as of the equity registration date. The register of shareholders provided to the convener shall not be used for purposes other than convening the general meeting.

Article 53 All necessary expenses incurred by the Audit Committee or the shareholders to convene the general meeting shall be assumed by the Company.

Section 4 Proposals and Notices of General Meeting

Article 54 The contents of a proposal shall be within the scope of the duties and powers of the general meeting, have definite themes and specific matters for resolutions, as well as be in compliance with laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, and the relevant requirements set forth in the Articles of Association.

Article 55 The Board, the Audit Committee and shareholders that hold, individually or collectively, 1% or more of the shares in the Company shall have the right to make proposals to the Company at the general meeting.

Shareholders that hold, individually or collectively, 1% or more of the shares in the Company may make provisional proposals in writing to the convener 10 days prior to the date of such meeting. The convener shall issue a supplementary notice of the general meeting and announce the contents of such provisional proposals within two days after receipt thereof, and submit the same to the general meeting for consideration, provided that the provisional proposals may not violate laws, administrative regulations or the provisions of the Articles of Association, or fall within the scope of authority of the general meeting.

Except as provided by the preceding paragraph, the convener of the general meeting shall not amend the proposals already specified in the notice of the general meeting or add new proposals subsequent to the issuance of the notice of the general meeting.

Any proposal that is not stated on the notice of the general meeting or that is incompliant with the Articles of Association will not be considered or approved by the general meeting.

Article 56 The convener shall inform each shareholder of the annual general meeting by way of announcement 20 days before the meeting and shall inform each shareholder of the extraordinary general meeting by way of announcement 15 days before the meeting.

The aforesaid "20 days" or "15 days" counted by the Company shall not include the day on which the meeting is convened but shall include the day on which the notice is issued.

Article 57 Notice of general meeting shall be made in writing and include the following contents:

(1) the date, venue, method and duration of the meeting;

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

(3) an express statement that a shareholder is entitled to attend the general meeting, and to appoint proxy(ies) to attend and vote on his/her behalf at the meeting, and that a proxy need not be a shareholder of the Company;

(4) the record date on which the shareholders are entitled to attend the general meeting;

(5) the name and telephone number of permanent contact persons for the affairs of the meeting;

(6) the voting time and procedure via internet or through other means (if any);

(7) the time and venue of serving a power of attorney of the voting proxy;

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

The notice and the supplementary notice, if any, of the general meeting shall fully and completely disclose the contents of all proposals, as well as all information or explanations required for shareholders to make reasonable judgments on matters to be discussed. If the matters to be discussed require the opinions of the independent non-executive directors, the opinions of the independent non-executive directors and the reasons therefor shall be disclosed at the same time when the notice of general meeting or its supplementary notice is issued. The commencing time of voting online or through other means (if any) of any general meeting is subject to relevant requirements of the securities regulatory authorities and the stock exchange of the place where the Company's shares are listed.

The interval between the record date and the date of the general meeting shall not be more than seven business days. Once the record date is confirmed, no change may be made thereto.

Article 58 If the elections of directors are intended to be discussed at the general meeting, the notice of the meeting shall fully disclose the details of the candidates for the role of directors, and shall at least include the following particulars:

(1) personal information, such as education level, working experiences and any part-time work undertaken;

(2) whether there is any connected relationship with the Company or its controlling shareholder or de facto controller of the Company;

(3) disclosure of their shareholding in the Company;

(4) whether or not the candidate has been subject to penalties by the CSRC or other relevant authorities as well as sanctions by any stock exchange;

Except for the election of directors by cumulative voting mechanism, the nomination proposal on each candidate for director shall submit in the form of independent motion.

Shareholders shall be given the opportunity to notify the Company of nominating a person to stand for election as a director at the general meeting. If the Company receives the above notice from shareholders after publishing the notice of the general meeting, it shall publish an announcement or issue a supplementary circular, which must include the information of the nominated person. The Company must give the Shareholders at least seven days to consider the relevant information disclosed in such announcement or supplementary circular prior to the date of the meeting of the election. The Company must assess whether the meeting of the election needs to be adjourned to allow shareholders a longer period of time (at least ten working days) to consider the relevant information in the announcement or supplementary circular.

Article 59 After the notice on convening the general meeting sent out, the general meeting shall not be postponed or cancelled, and the proposal listed in the notice of general meeting shall not be cancelled without justifiable causes. In the case of any circumstance for postponement or cancellation of the general meeting, the convener shall make an announcement and explain the reasons at least two business days before the date for the planned general meeting.

Section 5 Holdings of General Meeting

Article 60 The Board and other conveners shall take necessary measures to ensure the normal order of the general meeting. They shall take measures to prevent any interference with the general meeting, disturbance and violation of the legitimate rights and interests of shareholders and promptly report the same to the relevant departments for investigation.

Article 61 When the general meeting is held, all shareholders registered on the register of shareholders on the record date or their proxy(ies) shall be entitled to attend the general meeting, speak at the general meeting and exercise their voting rights in accordance with relevant laws, regulations and the Articles of Association.

Shareholders may attend a general meeting in person or appoint a proxy to attend and vote on their behalf. Any shareholder entitled to attend and vote at a general meeting shall be entitled to appoint one or more persons (whether a shareholder or otherwise) as his/her proxy/proxies to attend and vote on his/her behalf.

Article 62 An individual shareholder who attends the general meeting in person shall present his own identity card or other valid proof or certification capable of confirming his identity; if a proxy is appointed to attend the meeting, the proxy should present his own valid identity document and the form of proxy authorized by the shareholder.

Shareholders that are legal persons or institutions should assign their legal representative/executive partner or a proxy authorized by the legal representative/executive partner. If the legal representative/executive partner attends the meeting, he/she should produce his/her own ID card, and the valid certificate proving that he/she has the qualification of legal representative. If a proxy has been authorized to attends the meeting, such proxy should procure his/her ID card, and a written power of attorney issued by the legal representative/executive partner of the shareholder as a legal person or institution, except where the shareholder is a Recognized Clearing House (or its nominee) as defined by relevant provisions of the Hong Kong laws in force from time to time.

Where the shareholder is a Recognized Clearing House (or its proxy) as defined by relevant provisions of the Hong Kong laws in force from time to time, it may authorize one or more persons it considers appropriate as its representative(s) at any general meeting. However, if more than one person is so authorized, the power of attorney shall specify the involved number and class of shares in respect of which each such person is so authorized, and shall be signed by an authorized officer of the Recognized Clearing House. The person so authorized can represent the Recognized Clearing House (or its proxy) to attend the meeting (without the need of producing any documents of title, notarized authorization and/or further evidence to substantiate that he/she is so authorized) and exercise the rights, as if he/she was an individual shareholder of the Company.

Article 63 A proxy of attorney issued by a shareholder to entrust another person as his/her proxy to attend the general meeting shall contain the following:

(1) the name of the proxy;

(2) whether the proxy has voting right or not;

(3) separate instructions as to whether to cast affirmative, negative or abstention votes on each review issue listed on the agenda of the general meeting, whether the proxy has the right to vote on extempore motions that may be added to the agenda of the meeting and the specific instructions as to what vote to cast if he or she has such right to vote;

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

(5) signature (or seal) of the principal. If the principal is a legal person shareholder/institutional shareholder, the power of attorney shall be affixed with the seal of the legal person/institution.

Article 64 The power of attorney shall indicate whether the shareholder proxy can vote according to his/her own opinions or not if the shareholder does not make specific instructions.

Article 65 Where the voting proxy power of attorney is signed by a person authorized by the appointing shareholder, the power of attorney or other authorization instruments authorized to be signed shall be notarized. The notarized power of attorney or other authorization instruments, together with the voting proxy power of attorney, shall be lodged at the domicile of the Company or other places as specified in the notice of the meeting.

Where the appointing shareholder is a legal person, its legal representative or the person authorized by the resolutions of its board of directors or other decision-making body shall be entitled to attend the general meeting of shareholders of the Company as a representative of the appointing shareholder.

The power of attorney for voting shall be deposited at the domicile of the Company or such other place as designated in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the scheduled voting time.

Article 66 The Company shall be responsible for preparing the meeting's register which shall include, among other things, the name of attendee (or institution), the ID number, the domicile, the number of shares with voting rights held or represented by the attendee, and the name of the principal (or institution).

Article 67 The convener and the lawyer engaged by the Company (if any) will examine legality of the shareholders' qualifications according to the register of members provided by the securities registrations and clearing organizations. The names of shareholders and the number of shares with voting rights shall be registered. The registration at the meeting shall terminate before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the shares held with voting rights.

Article 68 All directors and secretary to the Board of the Company shall attend general meetings, and the general manager and other senior management officers shall attend the meeting for answering queries raised by the shareholders as non-voting participants.

Article 69 The general meeting shall be presided by the chairman of the Board. Where the chairman of the Board is unable to or fails to perform his duty, a director elected by more than one-half of all directors shall preside over the meeting.

If a general meeting is convened by the Audit Committee itself, the convener of Audit Committee shall preside over the meeting. If the convener of Audit Committee is unable to or will not discharge his duties, a majority of members of Audit Committee shall nominate a member of Audit Committee to preside over the meeting.

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

In a general meeting, if the chairman of the meeting contravenes the meeting procedures, making the meeting impossible to proceed, with consent from more than one-half of the attending shareholders with voting rights, the shareholders may nominate one person to serve as the chairman and continue with the meeting.

Article 70 The Company shall stipulate the rules of procedures for the general meeting and specify in detail the procedure for convening and voting at the general meeting, including notification, registration, reviewing of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meeting and their signing, public announcements as well as principles of authorization to the Board by the general meeting. The rules of procedures for the general meeting shall be appended to the Articles of Association. They shall be stipulated by the Board and approved by the general meeting.

Article 71 In the annual general meeting, the Board shall report their work during the past year to the general meeting. Each independent non-executive director shall also present a work report.

Article 72 Directors and senior management shall explain and answer the enquiries and suggestions from shareholders at the general meeting.

Article 73 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting in person as well as the total number of voting shares, which shall be the number of shareholders and proxies attending the meeting in person and the total number of their voting shares as indicated in the meeting's registration record.

Article 74 The general meeting shall have minutes prepared by the secretary to the Board. The minutes shall state the following contents:

(1) Time, venue and agenda of the meeting and names of the convener;

(2) The name of the meeting chairman and the names of the directors, general manager, and other senior management officers attending or present at the meeting;

(3) The numbers of shareholders and proxies attending the meeting, number of voting shares they each represent and the percentages of their voting shares to the total share capital of the Company for each shareholder;

(4) The process of review and discussion, summary of any speech and voting results of each proposal;

(5) Shareholders' questions, opinions or suggestions and corresponding answers or explanations, if any;

(6) Names of lawyer, if any, vote counters and scrutinizer of the voting;

(7) Other contents to be included in the minutes as specified in the Articles of Association.

Article 75 The convener shall ensure that the contents of the minutes are true, accurate and complete. Directors, secretaries to the Board, conveners and their representatives and the chairman of the meeting attending or being present at the meeting shall sign on the minutes. The minutes shall be kept together with the registration record of attendant shareholders, authorization letters of proxies, valid record on internet voting and other means of voting, for a period of no less than ten years.

Article 76 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 or other special circumstances, the convener shall take necessary measures to resume the meeting or directly terminate that meeting immediately followed by a timely public explanation or announcement.

Section 6 Voting and Resolutions at General Meetings

Article 77 Resolutions of the general meeting include ordinary resolutions or special resolutions.

Ordinary resolution at a general meeting shall be passed by more than half of the voting shares held by shareholders (including their proxies) attending the general meeting.

Special resolution at a general meeting shall be passed by not less than two-thirds of the voting rights held by shareholders (including their proxies) attending the general meeting.

Article 78 The following matters shall be passed by ordinary resolutions at a general meeting:

(1) work reports of the Board;

(2) profit distribution plan and loss compensation plan proposed by the Board;

(3) appointment and dismissal of members of the Board, and their remuneration and payment method;

(4) annual report of the Company;

(5) the appointment, removal and non-renewal of an accounting firm or the remuneration of the accounting firm for the Company;

(6) other matters, except those required to be adopted by way of a special resolution as required by laws, administrative regulations, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Article 79 The following matters shall be passed by special resolutions at a general meeting:

(1) the Company increases or reduces registered capital;

(2) the division, spin-off, merger, dissolution and liquidation, or change in the form of the Company;

(3) revision of the Articles of Association;

(4) purchase or disposal of major assets by the Company within one year or the amount of external guarantee exceeds 30% of the audited total assets of the Company for the latest period;

(5) the formulation, modification, and implementation of equity incentive plans;

(6) to resolve the proposals regarding issuance of the Company's bonds or other securities and listing;

(7) other matters which laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association require to be adopted by special resolution or which confirmed by an ordinary resolution at a General Meeting that it may have a material impact on the Company and accordingly shall be approved by special resolutions.

Article 80 All shares held by the shareholders of the Company are ordinary shares and there are no shares with special voting rights. Shareholders (including proxies) may exercise their voting rights by the number of shares held by them which carry the right to vote. Each share carries out one vote.

On a poll taken at a meeting, a shareholder (including proxies) entitled to two or more votes does not need to cast all his/her votes in the same manner.

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

If any laws, administrative regulations and the regulatory rules of the place where the Company's shares are listed require that the shareholders shall abstain from voting on a certain matter or limit any shareholder to cast affirmative or negative votes on a certain matter, any votes cast by the shareholder or proxy in violation of the aforesaid requirements or restrictions shall not be included in the voting results.

The shares which are held by the Company do not carry any voting rights, and shall not be counted in the total number of voting shares represented by shareholders attending a General Meeting.

If a shareholder purchases shares of the Company with voting rights in violation of paragraph 1 and paragraph 2 of Article 63 of the Securities Law, such shares in excess of the prescribed proportion shall not be allowed to exercise voting rights for a period of thirty-six months after the purchase and shall not be counted in the total number of shares with voting rights present at the general meeting.

The Board, independent directors, shareholders holding 1% or more of the voting shares of the Company or investor protection institutions established pursuant to laws, administrative regulations or the rules of the securities regulatory authorities of the place where the Company's shares are listed, may publicly solicit shareholders' voting rights. When soliciting voting rights from shareholders, the specific voting intention and other information shall be fully disclosed to the solicitation targets.

When the qualified shareholders of the Company publicly solicit the rights convening a general meeting, rights to submit proposals, rights of nomination, voting rights and other shareholder rights lawfully held by other shareholders, the solicitation with the provision of direct or indirect compensation shall be prohibited. The Company may not impose any minimum shareholding requirement for the solicitation of voting rights, except for statutory conditions.

Article 81 When relevant connected transaction is considered at a general meeting, connected shareholders and their close associate(s) may make appropriate statements regarding the connected transaction, but shall not vote, and the voting shares held by them shall not be counted in the total number of shares with voting rights.

Before the general meeting considers matters relating to connected transactions, the Company shall determine the scope of connected shareholders in accordance with relevant national laws, regulations, the Hong Kong Listing Rules and the regulatory requirements of the securities regulatory authority of the place where the shares of the Company are listed. Connected shareholders or their authorized representatives may attend the general meeting and may clarify

their views to the shareholders in accordance with the procedures of the meeting, but they shall proactively abstain from voting in a poll. When the general meeting considers matters relating to connected transactions, connected shareholders shall take the initiative to abstain from voting; if the related shareholders do not take the initiative to abstain from voting, other shareholders present at the meeting shall have the right to require them to abstain from voting.

After the recusal of the connected shareholder, the other shareholders shall vote according to their voting rights and adopt the corresponding resolution in accordance with the provisions of the Articles of Association. The recusal and voting procedures of the connected shareholders shall be notified by the presiding officer of the shareholders' general meeting and recorded in the minutes of the meeting.

A resolution on a connected transaction at a shareholders' general meeting shall be valid only if it is passed by at least one-half of the voting rights held by the non-affiliated shareholders present at the shareholders' general meeting. However, if the connected transaction involves matters requiring special resolution prescribed by the Articles of the Association, the resolution of the shareholders' meeting shall be valid only if it is passed by at least two-thirds of the voting rights held by the non-affiliated shareholders present at the shareholders' general meeting.

Article 82 Except in special circumstances such as when the Company is in crisis, the Company shall not enter into a contract with a person other than the directors, the general manager and other senior management to place the management of all or important business of the Company under the responsibility of such person unless approved by a special resolution of the shareholders' general meeting.

Article 83 The list of candidates for directors shall be submitted to the general meeting in the form of a proposal for resolution.

When voting in respect of the election of directors at the general meeting is conducted, a cumulative voting system shall be implemented in accordance with the Articles of Association or resolutions at general meeting.

The "cumulative voting system" mentioned in the previous paragraph refers to: in electing directors at the General Meeting, the voting right(s) carried by each share shall be the same as the number of directors to be elected. The voting right(s) of the shareholders can be exercised on a concentration basis. The Board shall provide the brief biographies and basic information of the candidates for directors to the shareholders.

The nomination of directors shall be in accordance with the following method and procedures:

(1) The Board and shareholders who individually or collectively hold 1% or above shares shall be entitled to submit proposals to the Shareholders' general meeting for the election of directors. The Board and shareholders who individually or collectively hold 1% or above shares shall be entitled to submit proposals to the Shareholders' general meeting for the election of Independent directors. The Board shall examine the qualifications of the candidates and propose them to the shareholders' meeting for election.

In adopting the cumulative voting system for the election of directors, the Shareholders' general meeting shall comply with the following rules:

(1) The total cumulative voting rights held by the shareholders (including shareholders' proxies) attending the meeting shall be the number of shares of the Company held by such shareholders multiplied by the number of directors to be elected at the Shareholders' general meeting.

(2) The shareholders (including the shareholders' proxies) present at the meeting shall be entitled to freely allocate the total voting rights calculated on a cumulative basis for the election of each candidate. The smallest unit of voting rights to be allocated to each candidate by each shareholder (including shareholders' proxies) present at the meeting shall be the number of shares held by him/her. The total number of voting rights allocated to all candidates by each shareholder shall not exceed the total number of voting rights calculated on a cumulative basis but may be less than the total number of voting rights calculated on a cumulative basis, and the difference shall be deemed as the shareholder giving up that part of the voting rights.

(3) If the number of candidates exceeds the number of positions to be elected, i.e. when differential election is held, any candidate will be elected in order from the most votes to the least. In the event of a tie, the candidates whose names are listed at the end of the list of candidates with the same number of votes shall be elected by all shareholders present at the Shareholders' general meeting by way of differential election as a director.

(4) If the number of candidates is equal to the number of directors to be elected, all candidates shall be elected in the order of the number of votes received. However, the cumulative number of votes received by each candidate shall be at least 1% of the total number of shares held by the shareholders (including shareholders' proxies) present at the Shareholders' general meeting. If not all the directors are elected, a separate election shall be held at a future Shareholders' general meeting.

Article 84 Other than proposal considered by cumulative voting system, all proposals shall be voted on at the Shareholders' general meeting on case-by-case basis. Where different proposals for the same issue are proposed, such proposals shall be voted on in the order in which they are proposed. Other than special reasons such as force majeure which results in the interruption of the Shareholders' general meeting or makes it impossible to come to resolution, the Shareholders' general meeting shall not set aside the proposals or withhold from voting.

Article 85 No amendment shall be made on the proposals when it is considered at the Shareholders' general meeting, otherwise the relevant amendment shall be deemed as a new proposal and shall not be voted on at the Shareholders' general meeting.

Article 86 When a vote is cast, it may be cast by only one of the following methods: in person or by other voting mean. If one vote is cast by more than one method, the first vote shall prevail.

Article 87 Voting is conducted by open ballot at the Shareholders' general meeting.

Article 88 Before voting on a proposal at the Shareholders' general meeting, two Shareholders' representatives shall be elected to participate in counting votes and supervising the vote count. If any Shareholder has interests or conflicts in the matters to be considered, such Shareholder and his/her proxy shall not participate in the counting or supervision of votes.

When a proposal is voted on at the Shareholders' general meeting, attorney, if any, and Shareholders' representatives shall be jointly responsible for counting vote and supervising the vote count and announce the voting results on the spot, which shall be recorded in the minutes of the meeting.

Corporate shareholders or proxies thereof voting over the network or other voting method shall have the right to check their voting results via the corresponding voting system.

Article 89 A Shareholders' general meeting shall not conclude earlier at the venue than over the network or any other method (if any), and the presider shall announce the voting result of every proposal and announce whether the proposal is passed based on the voting result.

Before the voting result is announced, the relevant parties including the companies, counting officer, supervising officer, major shareholders and network service provider (if any) involved at the venue, over the network or otherwise shall have the confidentiality obligation.

Article 90 Shareholders present at the Shareholders' general meeting shall express one of following opinions on any proposals to be voted: for, against or abstain. Except for the situation where the securities registration and settlement institutions which, being the nominal holders of shares subject to the interconnection mechanism of the Mainland and Hong Kong stock market transactions are making declaration according to the intentions of actual holders.

Unfilled, wrongly filled, illegible or uncast votes are regarded as the voters giving up their voting rights and the voting results of their shares shall be "abstain".

Article 91 In the event that the chairman of the meeting has any doubt as to the result of a resolution put forward to the vote, the chairman may have the votes counted. In the event that the chairman of the meeting fails to have the votes counted, any shareholder present in person or by proxy objects to the result announced by the chairman of the meeting may demand for the counting of votes immediately after the declaration of the voting result, the chairman of the meeting shall have the votes counted immediately.

Article 92 Resolutions of the Shareholders' general meeting shall be announced in due time. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the voting shares of the Company, the voting method, the voting results for every resolution and the details of each of the resolutions passed.

Article 93 Where a proposal has not been passed or the resolutions of the preceding Shareholders' general meeting have been changed at the current Shareholders' general meeting, special mention shall be made in the announcement of the resolutions of the Shareholders' general meeting.

Article 94 Where a proposal on election of directors is passed at the Shareholders' general meeting, the term of office of a new director shall commence at the time specified in the resolution of the Shareholders' general meeting; or it is not specified, on the date on which resolutions of the Shareholders' general meeting are approved.

Article 95 Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves is passed at a Shareholders' general meeting, the Company shall implement the specific scheme within two months after conclusion of the Shareholders' general meeting.

Chapter 5 The Board of Directors

Section 1 Directors

Article 96 Directors of the Company are natural persons. The following person shall not serve as a director of the Company:

(1) person without capacity or with limited capacity of civil conduct;

(2) person who have committed offences relating to corruption, bribery, misappropriation of fund, misappropriation of property or disruption of social economic order and have been sentenced to criminal punishment, or who have been deprived of their political rights due to a criminal offense, where less than five years has elapsed since the date of restoring their political rights, and who is sentenced to probation, where less than two years has elapsed since the expiration of the probation period;

(3) person who was a former director, factory manager or manager of a company or enterprise which was declared bankrupt and was liquidated and who was personally liable for the bankruptcy of such company or enterprise, where less than three years has elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;

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

(5) person who has a substantial number of debts due and outstanding and is listed as a person subject to execution for breach of trust by the People's Court;

(6) person who is subject to the CSRC's punishment which prohibits him/her from entering into the securities market for a period which has not yet expired;

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

Any election, designation or appointment of directors in violation of this Article shall be void and null. Where a director falls into any of the aforesaid circumstances in his term of office, the director shall be removed from office.

Article 97 Directors shall be elected or replaced at the general meeting and may be removed from their office by the general meeting prior to expiration of the term of office. A director shall serve a term of three years and may serve a consecutive term if re-elected upon expiration of their term of office. A director is not required to hold shares of the Company.

A director's term of service commences from the date he takes office, until the current term of service of the Board ends. A director shall continue to perform his/her duties as a director in accordance with the laws, administrative regulations, departmental rules and the Articles of Association until a re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office.

A director may serve concurrently as manager or other senior management, but the total number of directors serving concurrently as manager or other senior management shall not be more than half of the directors of the Company.

Article 98 The directors shall comply with the laws, administrative regulations and the Articles of Association and have a duty of loyalty to the Company, shall take measures to avoid conflicts between their own interests and the Company's interests, and must not use their powers to seek improper benefits. The directors shall faithfully perform their following obligations to the Company:

(1) not to abuse their rights to bribe or accept other illegal income and not to misappropriate the properties of the Company;

(2) not to misappropriate the money of the Company;

(3) not to deposit any money of the Company in any accounts under their names or in the names of other persons;

(4) not to enter into contracts or transactions, directly or indirectly, with the Company without reporting to the Board or the Shareholders' general meeting and being approved by a resolution of the Board or the Shareholders' general meeting in accordance with the Articles of Association;

(5) not to use their position to obtain business opportunities which should be available to the Company for themselves or others, unless such business opportunities are not available to the Company upon reporting to the Board or the Shareholders' general meeting and being approved by a resolution of the Shareholders' general meeting or as required in the Articles of Association;

(6) not to run his/her own or others' business which is similar to the Company's business without reporting to the Board or the Shareholders' general meeting and being approved by a resolution of the Shareholders' general meeting;

(7) not to accept commissions from transactions between other persons and the Company for their own benefits;

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

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

(10) to be bound by other duties of loyalty stipulated by the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of places where the Company's shares are listed and the Articles of Association.

The Company shall be entitled to the income gained by the directors in violation of this Article; the director shall be liable for compensation if any loss is caused to the Company. The provisions of the item (4) of the second paragraph of this Article shall apply to the conclusion of contracts or engagement in transactions with the Company by close relatives of the directors and senior management or enterprises directly or indirectly controlled by the directors and senior management or their close relatives, as well as persons who are otherwise related to the directors and senior management.

Article 99 The directors shall comply with the laws, administrative regulations and the Articles of Association and shall diligently perform their obligations to the Company, and shall fulfill their obligations with reasonable care generally due to managers in the best interests of the Company. The directors shall diligently perform their following obligations to the Company:

(1) to exercise prudently, conscientiously and diligently the rights granted by the Company to ensure that the Company's commercial activities are in compliance with the laws, administrative regulations and the requirements of economic policies of China and that its commercial activities are within the scope stipulated in the business license;

(2) to treat all shareholders fairly;

(3) to understand the operation and management of the Company in a timely manner;

(4) to approve regular reports of the Company in written form and to ensure the integrity, accuracy and completeness of the information disclosed by the Company;

(5) to provide all relevant information and materials required by the Audit Committee and shall not intervene the performance of duties of the Audit Committee;

(6) to perform other obligations of diligence stipulated by the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of places where the Company's shares are listed and the Articles of Association.

Article 100 A director shall be deemed incapable of carrying out his/her duties if he/she fails to attend two consecutive meetings of the Board either personally (attending or voting at the meeting of the Board by means of communication is deemed to attend in person) or by appointing other directors to attend on his/her behalf. The Board shall make a proposal to the general meeting to remove such a director.

Article 101 A director may resign before expiry of his/her term of service. A director shall submit a written resignation notice to the Board when he/she resigns, and the notice shall take effect on the date on which the Company receives the resignation notice. The Board shall disclose the relevant matter within two days.

If number of the member of directors and its specialized committees falls below the minimum statutory requirement due to a director's resignation, the former directors shall still perform their duties as directors in accordance with the requirements of the laws, administrative regulations, departmental rules and the Articles of Association until an elected director assumes his/her office.

Article 102 When a director's resignation takes effect or his/her term of service expires, the director shall complete all transfer procedures with the Board. His/her obligations of honesty towards the Company and the shareholders do not necessarily cease after the end of his/her term of service. The duty of confidentiality in respect of trade secrets of the Company shall still be in effect after the end of his/her term of office, until such secrets become publicly available information. The specific period for directors to fulfill loyal duties shall be one year from the date when his/her resignation takes effect, or his/her term of service expires. Duration of other obligations shall be determined following the principle of fairness, taking into full account the nature of the matter, its importance to the Company, the length of time it has affected the Company and the Company's relationship with the director comprehensively.

Article 103 The Shareholders' general meeting may remove any director by a resolution, which shall come into effect from the date on which such resolution is made. Where a director is removed from office prior to expiration of his/her term of office without reasonable cause, the director may demand compensation from the Company.

Article 104 No director may act on behalf of the Company or the Board in his/her personal capacity, unless specified in the Articles of Association or legally authorized by the Board. In the event that a director acts in his/her personal capacity, but a third party may reasonably think the said director is acting on behalf of the Company or the Board, such director shall state his/her stance and capacity in advance.

Article 105 If a director breaches the laws, administrative regulations, departmental rules or the Articles of Association when performing his/her duties to the Company, thereby incurring any loss of the Company, the said director shall be liable for compensation. If a director, in the performance of his/her duties, causes damage to others, the Company shall be liable for compensation; the director shall also be liable for compensation if there is intentionality or gross negligence on his/her part.

Article 106 The Company shall have independent directors (equivalent to the independent non-executive directors referred to in the Hong Kong Listing Rules), whose qualification requirements, nomination and selection procedures, term of office, resignation, and function and power shall be implemented in accordance with the relevant provisions of laws, administrative regulations, departmental rules and regulatory rules of the place where the Company's shares are listed. Unless otherwise stipulated in this Chapter, the provisions of the Articles of Association concerning the qualifications and duties of directors shall apply to independent directors.

Independent directors shall faithfully perform their duties and safeguard the interests of the Company; in particular, they shall see to it that the legitimate rights and interests of public shareholders are not harmed, so as to ensure that the interests of all shareholders are fully represented. The duties and related matters of independent directors shall be carried out in accordance with laws, administrative laws and regulations, departmental rules and the regulatory rules of the place where the Company's shares are listed.

Section 2 The Board

Article 107 The Company shall have a Board accountable to the Shareholders' general meeting.

Article 108 The Board consists of 9 directors, of which there is one Chairman of the Board. At any time, the Board shall consist of more than one-third of independent directors and the total number of independent directors shall not be less than three, of which at least one independent director shall have the appropriate professional qualifications to meet regulatory requirements or have appropriate accounting or related expertise in financial management. The terms of independent directors shall not exceed nine years.

Article 109 The Board shall be accountable to the Shareholders' general meeting and exercise the following duties and functions:

(1) to convene the Shareholders' general meetings and report to the Shareholders' general meeting;

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

(3) to resolve on the Company's operational plans (which cover the Company and its holding subsidiaries (hereinafter refers to "**group companies**") and investment plans;

(4) to consider the annual financial budgets (which cover all group companies) and final accounts of the Company;

(5) to prepare the profit distribution and loss recovery plans of the Company;

(6) to formulate proposals for the Company in respect of increase or reduction of registered capital, issue of shares, bonds or other securities and the listing thereof;

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

(8) to decide on, within the authority granted by the Shareholders' general meeting or within the scope as specified in the Articles of Association, such matters as external investment, acquisition and disposal of assets, asset mortgage, external guarantee, entrusted financial management, connected transactions and external donations;

(9) to decide on the establishment of internal management organizations of the Company;

(10) to decide on the appointment or dismissal of the general manager and secretary to the Board and other senior management officers of the Company, and to determine their remuneration, rewards and publishments; to decide on the appointment or dismissal of senior management officers including person in charge of finance of the Company based on the nominations by general manager, and to determine their remuneration, rewards and punishments;

(11) to set up the basic management system of the Company;

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

(13) to manage information disclosure matters of the Company;

(14) to propose to the Shareholders' general meeting the appointment or replacement of accounting firms which provide audit services to the Company;

(15) to listen to the work reports of general manager of the Company and review their work; and

(16) to exercise other duties and powers conferred by the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

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

Article 110 The Board of the Company has established the Audit Committee, and shall establish the relevant special committees such as the Nomination Committee and Remuneration Committee as necessary. The special committees shall be accountable to the Board and perform their duties in accordance with the Articles of Association and the authorization of the Board, and their proposals shall be submitted to the Board for consideration and approval. Each special committee shall be comprised of at least three members, who are all director, in which the independent directors shall account for over half of the members of Nomination Committee and Remuneration Committee, in which an independent director shall serve the chairman (convener) of the Remuneration Committee, and the Chairman of the Board or an independent director shall serve as the chairman (convener) of the Nomination Committee. All members of the Audit Committee shall be the non-executive directors (including independent directors), of which the independent directors shall account for over half of the members of the Audit Committee, and at least one independent director shall possess the appropriate professional qualifications required by the Hong Kong Listing Rules, or have appropriate accounting or related expertise in financial management, in which an independent director shall serve the chairman (convener) of the Audit Committee. The person in charge of each special committee shall be appointed by the Board.

The Board is responsible for the compilation of Rules of Procedure and Regulation of Operation of each special committee, which regulate the formation, terms of reference and procedure of special committees, and regulate the operation of the special committees.

Special committees of the Board are designated organizations under the Board, which provide suggestions or consulting opinion to the Board on material decision-making. Special committees shall not make any decision in the name of the Board, but can exercise the right of decision-making on authorized matters in accordance with the special authorization from the Board.

Each special committee could engage intermediary to provide professional opinion in accordance with the actual needs at the expense of the Company.

Each special committee shall be accountable to the Board and report its works to the same.

Article 111 The Board of the Company shall explain to the Shareholders' general meeting regarding the non-standard auditors' advice given by a certified accountant in respect of the financial report of the Company.

Article 112 The Board shall formulate the Rules of Procedure for meetings of the Board, to ensure the implementation by the Board of the resolutions of the Shareholders' general meeting, enhance the efficiency and scientific decision-making. The Rules of Procedure for meetings of the Board shall be annexed to this Articles of Association, and shall be prepared by the Board and approved by the Shareholders' general meeting.

Article 113 The Board shall formulate stringent examination and approval system to determine the authority with respect to external investment, acquisition and sale of assets, asset pledge, external guarantee, consigned financial management, connected transactions, external donations, and organize relevant specialists or professional personnel to assess and examine any material investment projects, and report such investment projects to the Shareholders' general meeting for approval.

Transactions of the Company that meet one of the following criteria shall be submitted to the Board for review:

(1) to consider the connected transactions of the Company that should be disclosed under the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed;

(2) to consider the pledge of assets or the provision of guarantee of the Company that should be disclosed by way of announcement under the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed;

(3) to consider the establishment of any joint venture, association or partnership by the Company with any third party, acquisition, merger and other external investment by the Company, and such external investment is an external investment that should be disclosed by way of announcement under the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed;

(4) transactions that are required to be submitted to the Board for consideration and approval in accordance with the relevant provisions of the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed.

Article 114 The Board has one chairman who shall be elected and removed by the Board with more than half of all directors. The terms of the chairman is three years and is eligible for re-election.

Article 115 The chairman of the Board shall exercise the following powers:

(1) to preside over Shareholders' general meetings, and convene and preside over meetings of the Board;

(2) to supervise and review the implementation of resolutions passed by the Board;

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

(4) to sign the important documents of the Board;

(5) in the event of emergency of force majeure such as catastrophic natural disaster, to enforce special discretion on the affairs of the Company in accordance with provisions of laws and the interests of the Company and to report to the Board of the Company or the Shareholders' general meeting afterwards;

(6) to exercise other powers conferred by the Board or laws, administrative regulations and regulatory rules of the place where the Company's shares are listed.

The authorization to the chairman of the Board by the Board shall be granted clearly in the way of Board resolution, which shall state the particular of authorization matters, content and authority clearly. Matters that involve material interest of the Company shall be decided by the Board collectively, and shall not authorized the chairman of the Board or individual directors to decide on his/her own.

Article 116 If the chairman cannot or does not perform his/her duties, a director jointly elected by more than half of the directors shall perform such duties.

Article 117 Any discussion of the Board shall be carried out by convening the Board Meetings. Board Meetings comprised of regular meetings and extraordinary meetings. Board Meetings shall be held at least four times a year. Meetings shall be convened by the chairman of the Board. Written notice shall be given to all directors at least 10 days before the meeting is held.

Article 118 Extraordinary Board meetings may be proposed to be convened by shareholders representing more than 10% of the voting rights, more than one-third of the directors or the Audit Committee. The chairman of the Board shall convene the meeting within 10 days of receiving such proposal, and preside over the meeting.

Article 119 Notices of extraordinary meetings of the Board shall be served to all the directors 3 days before the meetings are convened. In case of urgency, which the extraordinary meetings of the Board shall be convened as soon as possible, notice of the meeting could be given without being subject to the restriction listed in the preceding article.

Article 120 A notice of the meeting of the Board shall include:

(1) date and venue of the meeting;

(2) duration of the meeting;

(3) subject matters and issues;

(4) date of notice.

Article 121 The Board meeting shall be held upon the attendance by more than half of directors. Resolutions of the Board shall be passed by more than half of all directors. Resolutions of the Board are voted by way of poll with each director having one vote.

Article 122 If any director has connection with the enterprise or the individual involved in the resolution made at a Board meeting, the director shall promptly report in writing to the Board. The connected directors shall not vote on the said resolution for himself/herself or on behalf of another director. The Board meeting may be held when more than half of the non-connected

directors attend the meeting. The resolutions of the Board meeting shall be passed by more than half of the non-connected directors. If the number of non-connected directors attending the meetings is less than three, the issue shall be submitted to the Shareholders' general meeting for consideration.

Article 123 The voting on resolutions of the Board shall be conducted by open ballot or by show of hands.

The Board meetings may be convened and the voting can be made by means of communication such as physical meetings, through communication devices and a combination of physical meeting and through the usage of communication devices.

The extraordinary Board meetings may be convened and the voting can be made by means of communication such as telephone, video, facsimile, e-mail, etc. and signed by the participating directors, provided that the directors' opinions are fully expressed.

Article 124 Directors shall attend the meetings of the Board in person. Where a director is unable to attend a meeting for any reason, he/she may, by a written power of attorney, appoint another director to attend the meeting on his/her behalf. The name of the proxy, the subject which the proxy is related to, the scope of authorization and valid period shall be stated in the power of attorney, and shall be signed or sealed by the appointor. The director who attends the meeting on behalf of others shall exercises the rights of the directors within the scope of the authorization. Director who does not attend the Board Meeting and does not appoint a proxy to attend on his/her behalf shall be deemed as forgoing his/her rights of voting at that meeting.

Article 125 The Board shall make minutes of its decisions on the matters discussed at the meeting and the directors present at the meeting shall sign the minutes.

The directors shall be responsible for the resolutions passed at Board meetings. If any resolution made by the Board violates the laws, administrative regulations or the Articles of Association, and causes any substantial losses to the Company, directors who voted for the said resolution shall be liable for compensation to the Company. If it is proved that any director has expressed dissent during the voting and the such objection is recorded in the minutes of the meeting, the said director may be exempt from any liability.

The minutes of Board meetings shall be kept as the Company's record for a period of not less than 10 years.

Article 126 The minutes of the Board meeting shall include:

(1) convening date, place and the convener's name of the meeting;

(2) names of directors present and such directors (proxies) attending by proxy;

(3) agenda of the meeting;

(4) key points of speeches of the directors;

(5) the voting method and the results of each resolution (the number of votes in favor, against or abstain shall all be clearly indicated).

Section 3 Special Committees

Article 127 The Board of the Company shall establish an Audit Committee to exercise the functions and powers of the board of supervisors as prescribed by the Company Law.

Article 128 The Audit Committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating the internal and external auditing work and internal control, and the following matters shall be submitted to the Board for consideration and approval with the consent of a majority of all members of the Audit Committee:

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

(2) engaging or dismissing the accounting firm that undertakes the audit work of the Company;

(3) appointing or dismissing the person in charge of finance of the Company;

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

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

Article 129 The rules of procedure for the Audit Committee shall be formulated by the Board.

Article 130 The Nomination Committee shall be responsible for formulating selection criteria and procedures for directors and senior management, screening and reviewing candidates for directors and senior management positions and their qualifications, and making recommendations to the Board on the following matters:

(1) to nominate or appoint or remove directors;

(2) to appoint or dismiss senior management;

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

If the Board does not adopt or fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for non-adoption in the resolution of the Board.

Article 131 The Remuneration Committee is responsible for formulating performance appraisal standards for directors and senior management, conducting performance evaluations, and formulating and reviewing the remuneration determination mechanisms, decision-making procedures, payment and clawback arrangements and other relevant remuneration policies and plans for directors and senior management, and making recommendations to the Board on the following matters:

(1) remuneration for directors and senior management;

(2) establishing or revising share incentive schemes, employee share ownership plans, and the achievement of conditions for incentive participants to obtain or exercise their interests;

(3) arrangements for shareholding plans for directors and senior management in proposed spin-off of subsidiaries;

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

If the Board does not adopt or fully adopt the recommendations of the Remuneration Committee, it shall record the opinions of the Remuneration Committee and the specific reasons for non-adoption in the resolution of the Board, and disclose the same.

Chapter 6 General Manager and Other Senior Management

Article 132 The Company shall have one general manager, who shall be appointed or removed by the Board.

The Company shall have a chief financial officer and a secretary to the Board. The general manager, chief financial officer and secretary of the Board are the senior management of the Company.

Article 133 Article 96 hereof relating to the circumstances in which a person may not serve a director shall also apply to senior management.

The Article 98 hereof concerning the faithful obligations required for directors and items (4), (5) and (6) of Article 99 concerning the obligation of diligence required for directors shall also apply to the senior management of the Company.

Article 134 Any person holding any executive position working in the Controlling Shareholder of the Company other than as a director or supervisor shall not serve as senior management of the Company.

Senior management of the Company shall receive salaries only from the Company and shall not be paid by the Controlling Shareholders on behalf of the Company.

Article 135 The general manager shall serve a term of three years and may serve consecutive terms upon reappointment.

Article 136 The general manager shall be accountable to the Board and exercise the following functions and powers:

(1) to manage the daily operations and management of the Company, organize and implement the Board's resolutions, and report to the Board;

(2) to organize and implement the Company's annual business plans and investment plans;

(3) to prepare the plan for the establishment of internal management of the Company;

(4) to prepare the plan of the basic management system of the Company;

(5) to formulate the Company's specific rules;

(6) to propose to the Board the appointment or removal of the person in charge of finance of the Company;

(7) to decide to appoint or remove executives (other than those required to be appointed or removed by the Board);

(8) to exercise other authority granted by the Articles of Association or the Board.

The general manager shall in attendance at the meetings of the Board. The general manager shall have no voting rights at the meetings of the Board if he/she is not a director of the Company.

Article 137 The general manager shall formulate his/her working rules, which shall come into effect upon approval by the Board.

Article 138 The working rules of general manager shall contain the following:

(1) conditions for the convening of and the procedure for the general manager's meeting, and the personnel to attend the meeting;

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

(3) the authority to utilize the Company's funds and assets and to enter into material contracts, and the reporting system to the Board;

(4) other matters which the Board considers necessary.

Article 139 The general manager and other senior management may tender his/her resignation before the expiry of his/her term of office. The procedure and method for such resignation shall be governed by the employment contract between the general manager and other senior management and the Company.

Article 140 The person in charge of finance shall be nominated by the general manager, and shall be recruited and removed by the Board.

Article 141 The Company has a secretary to the Board who is responsible for matters such as preparing the Company's Shareholders' general meetings and Board meetings, safekeeping documents, managing the information of the Company's shareholders and handling information disclosures.

The secretary to the Board shall comply with the relevant provisions of the laws, administrative regulations, departmental rules and the Articles of Association. A director or senior management of the Company may serve concurrently as the secretary to the Board, but the accountant of the accounting firm engaged by the Company shall not serve as the secretary of the Board concurrently.

When a director serves as the secretary of the Board of the Company concurrently, if a particular action shall be taken by the director and the secretary of the Board of the Company individually, the person who is the director and secretary of the Board of the Company concurrently shall not take such action in both capacities.

Article 142 The senior management shall be liable for any loss caused to the Company if they have violated any laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other security regulatory rules of the place where the Company's shares are listed or the Articles of Association in the course of performing their duties of the Company. If the senior management, in the performance of their duties, causes damage to others, the Company shall be liable for compensation; the senior management shall also be liable for compensation if there is intentionality or gross negligence on their part.

Article 143 The senior management of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If the senior management of the Company fails to perform their duties faithfully or violates their obligations of integrity and causes damage to the interests of the Company and the public shareholders, they shall be liable for compensation in accordance with the law.

Chapter 7 Financial and Accounting System, Distribution of Profits and Audit

Section 1 Financial and Accounting System

Article 144 The Company shall formulate its financial accounting system in accordance with the laws, administrative regulations and the regulations of the competent national authorities. Where the securities regulatory authorities of the place where the Company's shares are listed stipulate otherwise, such stipulations shall prevail.

Article 145 The Company shall prepare its annual financial and accounting reports within four months after the end of each financial year, and its interim financial and accounting reports within two months after the end of the first half of each financial year. The aforesaid financial and accounting reports shall be prepared and disclosed in accordance with relevant laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed.

Article 146 The Company shall not set up other account books except for the statutory account books. No assets of the Company may be deposited into any individual's account.

Article 147 When distributing the after-tax profits of the current year, the Company shall allocate 10% of its profits into its statutory reserve fund. When the cumulated amount of the statutory reserve fund of the Company has reached 50% or more of its registered capital, no further allocation is required.

Where the statutory reserve fund of the Company is insufficient to make up for the losses of the Company incurred during the previous years, before making allocation to the statutory reserve fund in accordance with the preceding article, the profits generated during the current year shall be used to make up for such losses.

After making allocation to the statutory reserve fund of the Company from its after-tax profits, the Company may, subject to resolutions adopted at a Shareholders' general meeting, also allocate funds from the after-tax profits to the discretionary reserve fund.

After making up for the losses and making contributions to the reserve fund, any remaining after-tax profits shall be distributed to the shareholders in proportion to their respective shareholdings, except for those distributions not pursuant to the ratio of the shareholding as provided by the Articles of Association.

If the Company has, in violation of the provisions of the Company Law, distributed profits to the shareholders, the shareholders shall return the profits distributed in violation of the provision to the Company; if the Company incurs losses as a result, the shareholders and the responsible directors and senior management shall be liable for compensation.

The Company shall not be entitled to any distribution of profits in respect of the shares held by it.

Article 148 The reserve fund of the Company shall be applied to make up for the Company's losses, expand its business operations or increase its registered capital.

The discretionary reserve fund and statutory reserve fund shall be used first to make up the Company's losses; if the losses cannot be covered, the capital reserve fund can be used in accordance with the regulations.

Upon the transfer of the statutory reserve fund into additional registered capital, the balance of the fund shall not be less than 25% of the registered capital of the Company before such transfer.

Article 149 After the resolution on the profit distribution plan is approved at the Shareholders' general meeting of the Company, the Board of the Company shall complete the distribution of dividends (or shares) within two months after conclusion of the Shareholders' general meeting.

Article 150 The Company shall emphasize reasonable investment returns to Shareholders and its profit distribution shall emphasize on shareholders' reasonable investment returns while facilitating the long-term development of the Company. The Company shall adopt consistent and stable profit distribution policies while complying with relevant provisions of laws and regulations. The Company may distribute dividends in the form of cash or shares. In the event that the Company has distributable profits, the Board of the Company may make a plan for the distribution of dividends in cash and/or in shares in the light of the Company's business and financial conditions.

Section 2 Internal Audit

Article 151 The Company shall implement an internal audit system, where dedicated auditors carry out the internal audit and supervision over the revenue and expenditure and the economic activities of the Company.

Article 152 The internal audit system of the Company and the duties of the auditing staff shall be subject to the approval of the Board. The officer in charge of audit shall be accountable to the Board and report his/her work to the same.

Section 3 Engagement of an Accounting Firm

Article 153 The Company shall engage an accounting firm which is qualified under the provisions of the Securities Law, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed, to perform audits of accounting statements, verify net assets and provide other relevant consultation services. The term of such engagement is one year and renewable.

Article 154 The engagement and dismissal of an accounting firm by the Company shall be submitted to the Board of directors for consideration after approval by a majority of all members of the Audit Committee, and determined at the Shareholders' general meeting, and the Board shall not engage an accounting firm before any decision is made at the Shareholders' general meeting.

Article 155 The Company shall ensure to provide true and complete accounting evidence, accounting books, financial and accounting reports and other accounting information to the engaged accounting firm without any refusal or withholding or falsification of information.

Article 156 Remuneration of the accounting firm shall be determined by shareholders in a Shareholders' general meeting.

Article 157 A 15-day prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the engagement thereof. The accounting firm is entitled to make representations at the Shareholders' general meeting of the Company before the voting on a resolution regarding the removal of such accounting firm is conducted thereat.

Where the accounting firm resigns, it shall make clear to the Shareholders' general meeting whether there has been any impropriety on the part of the Company.

Chapter 8 Notices and Announcements

Section 1 Notices

Article 158 A notice of the Company shall be sent by:

(1) hand of designated personnel;

(2) mail or email;

(3) public announcement;

(4) other means specified in the Articles of Association.

Article 159 Notice given by the Company by way of announcement shall be deemed to have been received by all relevant persons once it is published.

Article 160 Any notice of convening a Shareholders' general meeting shall be given by hand, mail, email, fax, public announcement or other means specified in the Articles of Association.

Article 161 Any notice of convening a meeting of the Board shall be given by hand, mail, email, fax, public announcement or other means specified in the Articles of Association.

Article 162 If a notice of the Company is delivered by hand, the date of service shall be the date when the recipient signed (or stamped) to acknowledge receipt of the same; for notice of the Company sent by mail, the date of service shall be the fifth working day from the date on which the post office receives the notice; if the Company's notice is sent by email, the date of service shall be the date when the email enters the mailbox system designated by the person to be served; if the Company's notice is sent by fax, the date of service shall be the date when the fax enters the designated receiving system of the person to be served; if it is issued by announcement, the date of delivery shall be the date when the Company publishes the first announcement.

Article 163 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting and resolution adopted thereat.

Section 2 Announcements

Article 164 The Company shall make announcements and disclosures to shareholders of unlisted shares in China through newspapers and websites designated by the laws, administrative regulations or the relevant regulatory authorities in China. Where an announcement is required to be made to the H Shareholders in accordance with the Articles of Association, such announcement shall at the same time be published in the designated newspapers, websites and/or the Company's website in accordance with the methods stipulated in the Hong Kong Listing Rules. All notices or other documents required to be sent by the Company to the Hong Kong Stock Exchange pursuant to Chapter 13 of the Hong Kong Listing Rules shall be in English or be accompanied by signed and certified translations in English.

Chapter 9 Merger, Division, Increase and Reduction of Capital, Dissolution and Liquidation

Section 1 Merger, Division, Increase and Reduction of Capital

Article 165 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.

Absorption means that a company absorbs another company and the absorbed company will be dissolved. Where two or more companies merge into a new company, the original companies will be dissolved.

Article 166 If the consideration to be paid by the Company for the merger does not exceed 10% of the Company's net assets, it may not be subject to resolution of the Shareholders' general meeting, unless otherwise provided for in the Articles of Association. If a merger of the Company pursuant to the preceding paragraph is not resolved by the Shareholders' general meeting, it shall be subject to resolution of the Board of directors.

Article 167 In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets.

The Company shall notify its creditors within 10 days after the date of the Company's resolution approving the merger and shall publish an announcement in a newspaper or the National Enterprise Credit Information Publicity System within 30 days thereafter. The creditors are entitled to require the Company to settle the debts or to provide corresponding guarantees within 30 days after the receipt of the written notification, or in the event that no such notification is received, within 45 days after the date of the announcement.

Article 168 Upon the merger, receivables and indebtedness of each of the merging parties shall be assumed by the company which survives the merger or the newly established company.

Article 169 Where there is a division of the Company, its assets shall be divided up accordingly.

In the event of division of the Company, the parties shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days after the date of the Company's resolution approving the division and shall publish an announcement in a newspaper or the National Enterprise Credit Information Publicity System within 30 days thereafter.

Article 170 Debts of the Company prior to division shall be assumed jointly by the companies which exist after the division, unless agreed otherwise in the written agreement signed between the Company and creditors in respect of settlement of such debts prior to the division.

Article 171 A balance sheet and an inventory of assets shall be prepared by the Company if it reduces its registered capital.

The Company shall notify its creditors within 10 days from the date of the resolution of the Shareholders' general meeting for reduction of registered capital and shall publish an announcement in a newspaper or the National Enterprise Credit Information Publicity System within 30 days thereafter. The creditors are entitled to require the Company to settle the debts or to provide corresponding guarantees within 30 days after the receipt of the written notification, or in the event that no such notification is received, within 45 days after the date of the announcement.

When the Company reduces its registered capital, it shall reduce the amount of capital contribution or shares in proportion to the shareholders' capital contribution or shareholding, unless otherwise stipulated by laws or the Articles of Association.

Article 172 If the Company is still in a loss position after covering losses in accordance with the provisions of paragraph 2 of Article 148 in the Articles of Association, it may reduce the registered capital to cover the losses. If the registered capital is reduced to cover the loss, the Company shall not make any distribution to the shareholders, nor shall it exempt the shareholders from the obligations to make capital contributions or pay up the amounts of shares.

Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of Article 171 in the Articles of Association shall not apply, but it shall be announced in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the date on which the Shareholders' general meeting made a resolution to reduce the registered capital.

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

Article 173 If the registered capital is reduced in violation of the provisions of the Company Law and other regulations, the shareholders shall return the funds they have received, and the shareholders shall restore the capital contributions to the original state if their capital contributions are reduced or exempted; if losses are caused to the Company, the shareholders and responsible directors, and senior management personnel shall be liable for compensation.

Article 174 Where an increase in registered capital of the Company is made by means of issue of new shares, the shareholders do not have any pre-emptive right unless the Articles of Association provides otherwise or the Shareholders' general meeting resolves that the shareholders shall have pre-emptive right.

Article 175 The Company shall, in accordance with law, apply for change in its registration particulars with the company's registration authority where a change in any item in its registration arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, that company shall apply for registration in accordance with the law.

Where the Company increase or reduce its registered capital, the Company shall, in accordance with law, apply for change in its registration with the company registration authorities.

Section 2 Dissolution and Liquidation

Article 176 The Company shall be dissolved upon the occurrence of the following events:

(1) the term of its operations set out in the Articles of Association has expired or other events of dissolution specified in the Articles of Association have occurred;

(2) a resolution for dissolution is passed by shareholders at a Shareholders' general meeting;

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

(4) the Company's business license is revoked or the Company is ordered to close down or be de-registered according to laws;

(5) where the Company gets into serious trouble in operation and management and its continuation may cause substantial loss to the interests of shareholders, and no solution can be found through any other channel, shareholders representing more than 10% of the voting rights of all shareholders of the Company may request the People's Court to dissolve the Company.

The Company shall, within ten days of the occurrence of the reasons for dissolution as stipulated in the preceding paragraph, disclose the reasons for dissolution on the National Enterprise Credit Information Publicity System.

Article 177 The Company may continue to exist by amending the Articles of Association or passing a resolution at the Shareholders' general meeting if the Company falls under the circumstance as set forth in item (1) or item (2) in the preceding article of the Articles of Association and has not distributed its property to its shareholders.

The amendment to the Articles of Association or the resolution at the Shareholders' general meeting according to the preceding article shall be passed by over two-thirds of the voting rights held by shareholders present at the Shareholders' general meeting.

Article 178 In the case of dissolution of the Company under items (1), (2), (4) and (5) of Article 176 hereof, it shall go into liquidation. The directors, being the liquidation obligors of the Company, shall form a liquidation committee to effect liquidation within 15 days from the date of occurrence of events giving rise to dissolution. The liquidation committee shall consist of directors, unless the Articles of Association provide otherwise or it is resolved at the Shareholders' general meeting to elect another person(s). If the liquidation obligors fail to fulfill their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.

Article 179 Upon the establishment of the liquidation committee, the powers and duties of the Board and the general manager shall cease immediately. During the liquidation period, the Company shall not commence any new business activities.

Article 180 The liquidation committee shall exercise the following functions and powers during the period of liquidation:

(1) to inform creditors by a notice or public announcement;

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

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

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

(5) to settle claims and debts;

(6) to deal with the residual assets remaining after repayment by the Company of its debts;

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

Article 181 The liquidation committee shall, within 10 days of its formation, notify the creditors, and shall, within 60 days, make an announcement in a newspaper or the National Enterprise Credit Information Publicity System. Creditors shall, within 30 days of the receipt of the notice or within 45 days of the release of the public announcement in the case of failure to receive said notice, file their creditors' rights with the liquidation committee.

Where creditors file their creditors' rights, they shall explain about the matters related to creditors' rights and provide the evidentiary materials. The liquidation committee shall register the creditors' rights.

The liquidation team may not clear off any of the debts of any creditors during the period of filing creditors' rights.

Article 182 After the liquidation committee has sorted the Company's assets and prepared a balance sheet and an inventory of assets, it shall prepare a liquidation plan and submit it to the Shareholders' general meeting or the People's Court for confirmation.

The remaining assets after paying off the liquidation expenses, wages of employees, social insurance premiums and statutory compensation, the outstanding taxes and the debts of the Company may be distributed in proportion to shareholding of the shareholders.

During the period of liquidation, the Company continues to exist but may not carry out any business operation that is not related to liquidation.

Before the settlement of repayments as provided in the preceding article has been made, the Company's assets shall not be distributed to shareholders.

Article 183 If the liquidation committee, having sorted the Company's assets and prepared the balance sheet and an inventory of assets, is of the opinion that there are insufficient assets in the Company to pay off its debts, it shall apply to the People's Court for a bankruptcy liquidation of the Company. After the People's Court accepts the application for bankruptcy, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by the People's Court.

Article 184 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, and submitted the same to the Shareholders' general meeting or the People's Court for confirmation. The liquidation committee shall also files with the registration authority to apply for the deregistration of the Company.

Article 185 The members of the liquidation committee shall perform their liquidation obligation and bear duties of loyalty and diligence.

Members of the liquidation committee shall bear the liability for damages suffered by the Company due to their negligence in performing the obligations of liquidation; where any members of the liquidation committee cause any loss to any creditor with intention or due to gross negligence, he/she shall be liable to make compensation.

Article 186 Where the Company is declared bankruptcy in accordance with laws, it shall implement bankruptcy liquidation in accordance with relevant laws relating to bankruptcy of enterprise.

Chapter 10 Amendment to Articles of Association

Article 187 Under any one of the following circumstances, the Company shall amend its Articles of Association:

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

(2) the changes that the Company have undergone are inconsistent with the records made in the Articles of Association;

(3) the Shareholders' general meeting decides that the Article of Association should be amended.

Article 188 Amendments to the Articles of Association passed by resolutions at the Shareholders' general meeting shall be required to be examined and approved by the competent authorities, and shall be submitted to the competent authorities for approval; where the amendments involve the registered particulars of the Company, procedures for change of registration shall be handled in accordance with the law.

Article 189 The Board shall amend the Articles of Association according to the resolutions of the Shareholders' general meeting and the opinions of the relevant competent authority.

Article 190 Any amendments to the Articles of Association that involve information to be disclosed as required by the laws and regulations, shall be publicly announced as required.

Chapter 11 Supplementary Provisions

Article 191 Definitions

(1) controlling shareholder means a shareholder whose shares account for more than 50% of the Company's total share capital or shareholder who holds less than 50% of the Company's shares but whose voting rights on the basis of their shareholdings are sufficient to exercise a significant influence on the resolutions of the Shareholders' general meetings.

(2) de facto controller means a person who through investment relationships, agreements, or other arrangements, may actually control the activities of the Company.

(3) connected transactions has the meaning ascribed to it in accordance with the Hong Kong Listing Rules.

(4) major assets refer to assets of the group companies that meet the relevant standards stipulated in the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, excluding assets (including but not limited to equipment, products, commodities, etc.) purchased or sold in the course of day-to – day business operations.

(5) external guarantee refers to the behavior of the Company in providing guarantees for other entities other than its holding subsidiaries, excluding the guarantees provided by the Company for its holding subsidiaries.

(6) the total amount of external guarantees refers to the total amount of guarantees provided by the Company for other entities other than its holding subsidiaries. Guarantees provided by the Company for the holding subsidiaries or provided by the holding subsidiaries for the Company are not included in the total amount of external guarantees.

Article 192 The Board may formulate by-laws in accordance with the provisions of the Articles of Association, provided that such by-laws shall not be in violation of the Articles of Association.

Article 193 The Articles of Association are written in Chinese. In case of any inconsistency between the Articles of Association in any other language or of different version and the Articles of Association, the Chinese version of the Articles of Association last registered with the company registration authority shall prevail.

Article 194 The term "not less than", "within", "not more than", as stated in the Articles of Association shall all include the given figure; the term "not exceeding", "except", "less than", "over" shall all exclude the given figure.

Article 195 In the event that any of the provisions in the Articles of Association are inconsistent with the laws, regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, such laws, regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed shall prevail.

Article 196 The Board shall be responsible for the interpretation of the Articles of Association.

Article 197 Annexes to the Articles of Association include the Rules of Procedure for Shareholders' general meetings and the Rules of Procedure for Meetings of the Board.

Article 198 The Articles of Association shall become effective and enforceable from the date of signing. The original Articles of Association of the Company shall automatically become null and void from the effective date of the Articles of Association.

Jiangxi Rimag Group Co., Ltd.
September 8, 2026