InnoScience (Suzhou) Technology Holding Co., Ltd.
英諾賽科（蘇州）科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

Articles of Association

CONTENTS

ARTICLES OF ASSOCIATION 3
CHAPTER I GENERAL PROVISIONS 3
CHAPTER II BUSINESS OBJECTIVE AND SCOPE 4
CHAPTER III SHARES 5
Section 1 Issuance of Shares 5
Section 2 Increase, Reduction and Repurchase of Shares 9
Section 3 Transfer of Shares 11
CHAPTER IV SHAREHOLDERS AND GENERAL MEETINGS 12
Section 1 General Provisions for Shareholders 12
Section 2 Controlling Shareholders and De Facto Controllers 16
Section 3 General Provisions for General Meetings 17
Section 4 Convening of General Meetings 20
Section 5 Proposals and Notices of General Meetings 21
Section 6 Holding of General Meetings 23
Section 7 Voting and Resolutions at General Meetings 27
CHAPTER V DIRECTORS AND BOARD OF DIRECTORS 31
Section 1 General Provisions for Directors 31
Section 2 Board of Directors 35
Section 3 Independent Directors 40
Section 4 Special Committees under the Board of Directors 40
CHAPTER VI GENERAL MANAGER AND OTHER SENIOR MANAGEMENT OFFICERS 42

CHAPTER VII FINANCIAL ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT 45
Section 1 Financial Accounting System 45
Section 2 Internal Audit 46
Section 3 Appointment of Accounting Firm 46
CHAPTER VIII NOTICE AND ANNOUNCEMENT 47
Section 1 Notice 47
Section 2 Announcement 49
CHAPTER IX MERGER, DIVISION, CAPITAL INCREASE, CAPITAL REDUCTION, DISSOLUTION AND LIQUIDATION 49
Section 1 Merger, Division, Capital Increase and Capital Reduction 49
Section 2 Dissolution and Liquidation 51
CHAPTER X AMENDMENTS TO THE ARTICLES OF ASSOCIATION 54
CHAPTER XI SUPPLEMENTARY PROVISIONS 54

InnoScience (Suzhou) Technology Holding Co., Ltd.

英諾賽科(蘇州)科技股份有限公司

Articles of Association

CHAPTER I GENERAL PROVISIONS

Article 1 These Articles of Association are formulated in accordance with the provisions of the Company Law of the People's Republic of China (《中華人民共和國公司法》) (the "Company Law"), the Securities Law of the People's Republic of China (《中華人民共和國證券法》) (the "Securities Law"), Trial Administrative Measures for Overseas Issuance and Listing of Securities by Domestic Enterprises (《境內企業境外發行證券和上市管理試行辦法》) (the "Trial Administrative Measures"), the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange Listing Rules") and other relevant provisions for the purposes of safeguarding the legitimate rights and interests of the Company, shareholders, employees and creditors and regulating the organization and conduct of the Company.

Article 2 The Company is a joint stock limited company (the "Company") established in accordance with the Company Law and provisions of other relevant laws and regulations of the People's Republic of China (the "PRC", for the purpose of these Articles of Association, excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan).

Article 3 The Company was established by way of promotion, registered with the Administration for Market Regulation of Suzhou Municipality (蘇州市市場監督管理局), has obtained business license, its unified social credit code is 91320509MA1PY5UE67.

The number of issued shares of the Company is 915,100,653 shares, all of which are ordinary shares. These shares comprise 15,718,196 domestic unlisted shares, representing approximately 1.72% of the total number of shares of the Company, and 899,382,457 H shares, representing approximately 98.28% of the total number of shares of the Company.

Article 4 The registered name of the Company

Full name in Chinese: 英諾賽科(蘇州)科技股份有限公司

Full name in English: InnoScience (Suzhou) Technology Holding Co., Ltd.

Article 5 The Company's domicile address: No. 98 Xinli Road, Beishe, Lili Town, Wujiang District, Suzhou City. Postal code: 215212.

Article 6 The Company's registered capital is RMB915,100,653.

Article 7 The Company is a joint stock limited company with perpetual existence.

Article 8 The Chairman of the Board of Directors is the director who executes corporate affairs on behalf of the Company and is the legal representative of the Company. If a director or manager serving as the legal representative resigns, he/she shall also be deemed to have resigned as the legal representative. If the legal representative resigns, the Company will determine a new legal representative within thirty days from the date of the resignation of the legal representative.

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

The limitation on the powers and functions of the legal representative under these Articles of Association or by the general meeting shall not be asserted against a bona fide counterpart.

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

Article 10 All of the assets of the Company are divided into shares of equal par value. The shareholders shall be liable for the Company to the extent of the shares they subscribed, and the Company shall be liable for the Company's debts to the extent of all of its property.

Article 11 The original Articles of Association and their amendments shall automatically become invalid from the date on which these Articles of Association become effective. These Articles of Association of the Company shall become a legally binding document that regulates the organization and behavior of the Company, the rights and obligations between the Company and its shareholders, and between the shareholders, from the effective date, and shall be legally binding on the Company, shareholders, directors, general managers and other senior management officers. Pursuant to these Articles of Association, shareholders may sue shareholders, shareholders may sue directors, general managers and other senior management officers of the Company, shareholders may sue the Company, and the Company may sue the shareholders, directors, general managers and other senior management officers.

Article 12 The other senior management officers mentioned in these Articles of Association refer to the chief financial officer, deputy general manager and secretary to the Board of Directors of the Company.

Article 13 The Company shall set up an organization of the Communist Party of China (the "CPC") and carry out CPC activities in accordance with the requirements of the constitution of the CPC. The Company shall provide the CPC organization with necessary conditions for its activities.

CHAPTER II BUSINESS OBJECTIVE AND SCOPE

Article 14 The Company's business objectives are gathering excellent talents and keeping promises. By focusing on the design, R&D and manufacturing of gallium nitride on silicon epitaxy and devices for the third-generation semiconductors, we aim to become a world-leading third-generation semiconductor enterprise.

Article 15 After registration in accordance with the law, the Company's business scope shall encompass research and development and sales of semiconductor materials, devices and equipment; industrial investment in the semiconductor industry. (Projects that require approval in accordance with the law may only carry out business activities after approval has been granted by the relevant authorities)

CHAPTER III SHARES

Section 1 Issuance of Shares

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

Article 17 The shares of the Company shall be issued in a transparent, fair and equal manner, and each share shall rank pari passu with other shares of the same class.

Shares of the same class issued at the same time shall be issued with the same conditions and price per share; any unit or individual shall pay the same price per share for the subscription of shares.

Article 18 All the shares issued by the Company are denominated in Renminbi, with a nominal value of one yuan (RMB1.00) per share.

Article 19 The H Shares issued by the Company may be primarily deposited with the custodian companies under the Hong Kong Securities Clearing Company Limited in accordance with the laws and practices of securities registration and depository of the places where the shares are listed. The domestic unlisted shares issued by the Company shall be registered and deposited with the domestic securities depository and clearing institution in a centralized manner.

Article 20 The promoters of the Company, the number of shares subscribed, the method and timing of capital contribution are as follows:

No.	Promoter	Number of shares held (shares)	Shareholding percentage	Method of capital contribution	Timing of capital contribution
1.	Shenzhen CMB Growth No.17 Equity Investment Fund L.P. (深圳市招銀成長拾柒號股權投資基金合夥企業(有限合夥))	97,804,824	12.2256%	Equity converted from net assets	September 27, 2023
2.	INNOSCIENCE HOLDING PTE. LTD.	86,002,931	10.7504%	Equity converted from net assets	September 27, 2023
3.	Suzhou Wujiang Industrial Investment Co., Ltd. (蘇州市吳江產業投資有限公司)	51,902,775	6.4878%	Equity converted from net assets	September 27, 2023
4.	Weiwei Luo (駱薇薇)	49,209,305	6.1512%	Equity converted from net assets	September 27, 2023
5.	SK China Company Limited	48,479,039	6.0599%	Equity converted from net assets	September 27, 2023
6.	Jay Hyung Son	45,637,736	5.7047%	Equity converted from net assets	September 27, 2023
7.	Shanghai Inno Youpeng Enterprise Consulting L.P. (上海英諾優朋企業諮詢合夥企業(有限合夥))	34,920,280	4.3650%	Equity converted from net assets	September 27, 2023
8.	Suzhou Innocore Enterprise Management Center L.P. (蘇州英諾芯企業管理中心(有限合夥))	32,941,114	4.1176%	Equity converted from net assets	September 27, 2023
9.	Inno Investment (Hong Kong) Limited	28,060,504	3.5076%	Equity converted from net assets	September 27, 2023

No.	Promoter	Number of shares held (shares)	Shareholding percentage	Method of capital contribution	Timing of capital contribution
10.	Shenzhen CMB Langyao Growth Equity Investment Fund L.P. (深圳市招銀朗曜成長股權投資基金合夥企業(有限合夥))	26,265,029	3.2831%	Equity converted from net assets	September 27, 2023
11.	Zhuhai Gangwan Kehong Venture Capital Co., Ltd. (珠海港灣科宏創業投資有限公司)	17,795,237	2.2244%	Equity converted from net assets	September 27, 2023
12.	Shenzhen Tongchuang Zhuoyue Investment L.P. (深圳同創卓越投資合夥企業(有限合夥))	16,312,301	2.0390%	Equity converted from net assets	September 27, 2023
13.	Shenzhen Gongchuang Future Investment Partnership L.P. (深圳共創未來投資合夥企業(有限合夥))	14,838,340	1.8548%	Equity converted from net assets	September 27, 2023
14.	Hong Huacan (洪華燦)	14,838,340	1.8548%	Equity converted from net assets	September 27, 2023
15.	Jiaxing Guoping Equity Investment L.P. (嘉興國玶股權投資合夥企業(有限合夥))	14,557,030	1.8196%	Equity converted from net assets	September 27, 2023
16.	Guangdong Guomin Kaide Technology Venture Capital L.P. (廣東國民凱得科技創業投資企業(有限合夥))	13,346,428	1.6683%	Equity converted from net assets	September 27, 2023
17.	Yu Hao (俞浩)	12,616,092	1.5770%	Equity converted from net assets	September 27, 2023
18.	Shenzhen Huashengchuang Technology L.P. (深圳市華升創科技合夥企業(有限合夥))	12,616,092	1.5770%	Equity converted from net assets	September 27, 2023
19.	Wenzhou Taixin Phase 5 Equity Investment L.P. (溫州鈦信五期股權投資合夥企業(有限合夥))	11,839,717	1.4800%	Equity converted from net assets	September 27, 2023
20.	Wenzhou Taiyang Equity Investment L.P. (溫州鈦陽股權投資合夥企業(有限合夥))	11,122,023	1.3903%	Equity converted from net assets	September 27, 2023
21.	Wenzhou Taixin Phase 7 Equity Investment L.P. (溫州鈦信七期股權投資合夥企業(有限合夥))	9,704,686	1.2131%	Equity converted from net assets	September 27, 2023
22.	Suzhou Industrial Park Qijing Investment L.P. (蘇州工業園區啟璟投資合夥企業(有限合夥))	8,902,106	1.1128%	Equity converted from net assets	September 27, 2023
23.	Nanjing Yida Huike Venture Capital L.P. (南京毅達匯科創業投資合夥企業(有限合夥))	8,540,124	1.0675%	Equity converted from net assets	September 27, 2023
24.	Instant Technology Investment Company Limited	8,404,809	1.0506%	Equity converted from net assets	September 27, 2023

No.	Promoter	Number of shares held (shares)	Shareholding percentage	Method of capital contribution	Timing of capital contribution
25.	On Ride Investments Limited	7,926,166	0.9908%	Equity converted from net assets	September 27, 2023
26.	King Winne Electronic Technology Limited (金芯微電子科技有限公司)	7,926,166	0.9908%	Equity converted from net assets	September 27, 2023
27.	Hainan Xietong Shifu Venture Capital Investment Fund L.P. (海南協同仕富創業投資基金合夥企業(有限合夥))	7,763,749	0.9705%	Equity converted from net assets	September 27, 2023
28.	Shenzhen CMB No.1 Equity Investment L.P. (深圳市招銀壹號股權投資合夥企業(有限合夥))	7,691,497	0.9614%	Equity converted from net assets	September 27, 2023
29.	Ningbo Meishan Free Trade Zone Ningke Investment L.P. (寧波梅山保税港區凝科投資合夥企業(有限合夥))	7,562,976	0.9454%	Equity converted from net assets	September 27, 2023
30.	Xiamen Huaye Qirong Venture Capital Partnership L.P. (廈門華業啟融創業投資合夥企業(有限合夥))	7,419,170	0.9274%	Equity converted from net assets	September 27, 2023
31.	Hunan Huaye Tiancheng Venture Capital Investment L.P. (湖南華業天成創業投資合夥企業(有限合夥))	7,414,682	0.9268%	Equity converted from net assets	September 27, 2023
32.	Shenzhen Jiacheng Xinhe Investment L.P. (深圳市佳承鑫和投資合夥企業(有限合夥))	6,929,146	0.8661%	Equity converted from net assets	September 27, 2023
33.	Ningbo Meishan Free Trade Zone Jiake Investment L.P. (寧波梅山保税港區嘉科投資合夥企業(有限合夥))	6,920,370	0.8650%	Equity converted from net assets	September 27, 2023
34.	Shenzhen Shenshang Xingye Venture Capital Fund L.P. (深圳市深商興業創業投資基金合夥企業(有限合夥))	5,931,746	0.7415%	Equity converted from net assets	September 27, 2023
35.	Qingdao Hangyue Equity Investment L.P. (青島航越股權投資合夥企業(有限合夥))	5,822,812	0.7279%	Equity converted from net assets	September 27, 2023
36.	Zhuhai Chengzhang Gongying Venture Capital Fund L.P. (珠海市成長共贏創業投資基金(有限合夥))	5,673,784	0.7092%	Equity converted from net assets	September 27, 2023
37.	Tianjin Saifu Gaopeng Yisheng Enterprise Management L.P. (天津賽富高鵬翼盛企業管理合夥企業(有限合夥))	4,270,062	0.5338%	Equity converted from net assets	September 27, 2023

No.	Promoter	Number of shares held (shares)	Shareholding percentage	Method of capital contribution	Timing of capital contribution
38.	Zheng Xu (鄭旭)	3,963,083	0.4954%	Equity converted from net assets	September 27, 2023
39.	Jiaxing Jinhu No.37 Investment L.P. (嘉興金琥三十七號投資合夥企業(有限合夥))	3,954,497	0.4943%	Equity converted from net assets	September 27, 2023
40.	Dongke Semiconductor (Anhui) Co., Ltd. (東科半導體(安徽)股份有限公司)	3,881,875	0.4852%	Equity converted from net assets	September 27, 2023
41.	Shanghai Lingyue Sairui Enterprise Management Center L.P. (上海領越賽睿企業管理中心(有限合夥))	3,881,875	0.4852%	Equity converted from net assets	September 27, 2023
42.	Wenzhou Taixin Phase 4 Equity Investment L.P. (溫州鈦信四期股權投資合夥企業(有限合夥))	3,687,781	0.4610%	Equity converted from net assets	September 27, 2023
43.	Hunan Xingxiang Zhaozheng Zhiyuan Industry Investment L.P. (湖南興湘招證致遠產業投資合夥企業(有限合夥))	3,109,382	0.3887%	Equity converted from net assets	September 27, 2023
44.	Haifu Changjiang Growth Equity Investment (Hubei) Partnership (L.P.) (海富長江成長股權投資(湖北)合夥企業(有限合夥))	3,105,500	0.3882%	Equity converted from net assets	September 27, 2023
45.	Shenzhen Jiacheng Peihe Investment L.P. (深圳市佳承沛和投資合夥企業(有限合夥))	1,977,249	0.2472%	Equity converted from net assets	September 27, 2023
46.	Haitong Innovation Securities Investment Co., Ltd. (海通創新證券投資有限公司)	1,940,937	0.2426%	Equity converted from net assets	September 27, 2023
47.	China-Belgium Direct Equity Investment Fund (中國－比利時直接股權投資基金)	1,552,750	0.1941%	Equity converted from net assets	September 27, 2023
48.	Zibo Tianhui Qianxing Investment L.P. (淄博天匯乾興投資合夥企業(有限合夥))	1,482,936	0.1854%	Equity converted from net assets	September 27, 2023
49.	Zibo Tianhui Hongxin Investment Partnership L.P. (淄博天匯弘鑫投資合夥企業(有限合夥))	1,335,450	0.1669%	Equity converted from net assets	September 27, 2023
50.	Shenzhen CMB Gongying Equity Investment L.P. (深圳市招銀共贏股權投資合夥企業(有限合夥))	217,497	0.0272%	Equity converted from net assets	September 27, 2023
Total		**800,000,000**	**100.0000%**		

Article 21 As filing with the CSRC was made on November 27, 2024 and approval was granted by the Hong Kong Stock Exchange on December 16, 2024, the Company issued aggregately 47,028,400 shares of overseas listed foreign shares to qualified investors.

Upon filing with the CSRC, the shareholders of unlisted shares of the Company may have all or part of the shares held by them listed and traded on overseas stock exchange(s); the shareholders of domestic unlisted shares of the Company may transfer all or part of the shares held by them to foreign investors and have the shares listed and traded on overseas stock exchange(s); all or part of domestic unlisted shares are convertible into overseas-listed shares which may be listed and traded on overseas stock exchange(s). The shares transferred or converted shall comply with the regulatory procedures, provisions and requirements of the overseas securities market when listed and traded in an overseas stock exchange(s). It is not necessary to convene a general meeting to vote on the conversion and/or transfer of the aforesaid shares and their listing and trading on overseas stock exchange(s).

Article 22 The Company or its subsidiaries (including affiliated enterprises of the Company) shall not provide financial assistance in the form of, among others, gifts, advances, guarantees, or lending for others to acquire the shares of the Company or its parent company, except for implementation of the Company's employee stock ownership plan.

For the benefit of the Company, pursuant to a resolution passed by the shareholders' general meeting, or a resolution passed by the board of directors in accordance with the Articles of Association or authorization of the shareholders' general meeting, the Company may provide financial assistance to others to obtain shares of the Company or its parent company, but the cumulative total amount of financial assistance shall not exceed 10% of the total issued share capital. Such resolution of the Board of Directors shall be approved by more than two-thirds of all directors.

Section 2 Increase, Reduction and Repurchase of Shares

Article 23 The Company may, pursuant to a resolution passed by a general meeting of shareholders, adopt the following methods to increase its capital according to its operation and development needs and in compliance with the provisions of laws and regulations:

(I) issuance of shares to non-specific investors;

(II) issuance of shares to specific investors;

(III) distribution of bonus shares to existing shareholders;

(IV) conversion of the common reserve fund into additional share capital;

(V) other means as permitted by laws, administrative regulations, relevant regulatory authorities such as CSRC, the Hong Kong Stock Exchange and the securities regulatory authorities of the place where the Company's shares are listed.

Article 24 The Company may reduce its registered capital. If the Company reduces its registered capital, such reduction shall be made in accordance with the Company Law, the Hong Kong Stock Exchange Listing Rules and other relevant provisions and the procedures stipulated in the Articles of Association.

Article 25 The Company shall not acquire the shares of the Company. However, except under any of the following circumstances:

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

(II) merging with other companies which are holding the shares of the Company;

(III) when shares are used for employee stock ownership plan or equity incentives;

(IV) when dissenting shareholders who object to a resolution on the merger or division of the Company passed by a general meeting of shareholders request the Company to acquire their shares;

(V) when shares are used for the conversion of corporate bonds issued by the Company that are convertible into shares;

(VI) where it is necessary for the Company to maintain corporate value and shareholders' interests;

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

Article 26 When the Company acquires its own shares, one of the following methods may be adopted:

(I) through public and centralized transactions;

(II) other methods recognized by laws, administrative regulations, the CSRC and the stock exchange of the place where the Company's shares are listed, and shall comply with the provisions of the applicable laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed.

Where the Company acquires its own shares due to the circumstances stipulated in items (III), (V) or (VI) of Article 25 hereof, it should be conducted through public and centralized transactions.

Article 27 The Company's acquisition of its own shares due to the circumstances stipulated in items (I) or (II) of Article 25 hereof shall be subject to a resolution of the general meeting of shareholders. The Company's acquisition of its own shares due to the circumstances stipulated in items (III), (V) or (VI) of Article 25 hereof shall be subject to the applicable securities regulatory rules of the place where the Company's shares are listed and approved by a resolution of a Board meeting attended by more than two-thirds of all directors. After the Company's shares are acquired, the Company shall perform information disclosure obligations stipulated in the Securities Law and the provisions of the stock exchange and other securities regulatory rules of the place where the Company's shares are listed.

After the Company has acquired its own shares in compliance with the requirements of Article 25, if the acquisition is carried out under the circumstance stipulated in item (I), such shares so acquired shall be canceled within 10 days from the date of acquisition; if the acquisition is carried out under the circumstances stipulated in items (II) or (IV), such shares so acquired shall be transferred or canceled within six months; if the acquisition is carried out under the circumstances stipulated in items (III), (V) or (VI), the total number of the Company's shares held by the Company shall not exceed 10% of the total issued shares of the Company, and shall be transferred or canceled within three years. If the relevant matters related to share repurchase are provided otherwise under the laws, regulations and the rules of the securities regulatory authority of the place where the Company's shares are listed, such provisions shall prevail.

Section 3 Transfer of Shares

Article 28 Shares of the Company may be transferred in accordance with laws, regulations and these Articles of Association.

Transfer of all H shares shall be executed with a written instrument of transfer in a general or common format or any other format accepted by the Board (including the standard transfer format or form of transfer specified by the Hong Kong Stock Exchange from time to time); the said instrument of transfer may only be signed by hand, or be stamped with the valid corporate seal (if the transferor or the transferee is a company). If the transferor or the transferee is a recognized clearing house or agent thereof as defined in the relevant ordinances of Hong Kong laws effective from time to time, the instrument of transfer may be signed by hand or in machine printed form. All instruments of transfer shall be kept at the legal address of the Company or other place designated by the Board from time to time.

Article 29 The Company does not accept its own shares as collateral of pledge.

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

The directors and senior management officers of the Company shall report to the Company on their shareholdings in the Company and changes thereof, and shall not transfer more than 25% of the total shares held by them in the Company per annum during their terms of office; the shares of the Company held by them shall not be transferred within one year from the date on which the shares of the Company are listed and traded. The shares they held in the Company also cannot be transferred within half a year after such persons have left office. If it is otherwise provided in the listing rules of the place where the Company's shares are listed regarding restrictions on the transfer of the Company's shares, such provisions shall prevail.

Article 31 The Company's directors, senior management officers or shareholders holding more than 5% of the Company's shares, who sell the Company's shares or other equity-based securities within six months after purchase, or buy back within six months after selling, all the gains generated shall belong to the Company, and the Board of the Company is responsible for recovering such gains. However, any securities company which holds more than 5% of the shares due to the purchase of remaining shares after underwriting, and other circumstances as prescribed by the CSRC, are exempted. If it is otherwise provided for by the listing rules and relevant regulatory rules of the place where the Company's shares are listed, such provisions shall prevail.

Shares or other equity-based securities held by directors, senior management officers and natural person shareholders as mentioned in the preceding paragraph, include shares or other equity-based securities held by their spouses, parents or children, or through the accounts of others.

If the Board of Directors of the Company fails to execute the provisions as stated in the first paragraph of this Article, the shareholders shall have the right to require the Board of Directors to execute within 30 days. If the Board of Directors of the Company fails to execute such action within the aforesaid time limit, the shareholders shall have the right to directly initiate a lawsuit in the people's court in their own names for the benefit of the Company.

If the Board of Directors of the Company fails to execute the provisions as stated in the first paragraph of this Article, the responsible directors shall bear joint and several liabilities under the law.

CHAPTER IV SHAREHOLDERS AND GENERAL MEETINGS

Section 1 General Provisions for Shareholders

Article 32 The Company shall make a register of members in accordance with evidentiary documents provided by the securities registration authorities, and such register of members shall be the sufficient evidence substantiating that the shareholders hold the shares of the Company. The original copy of the register of members of H Shares listed in Hong Kong shall be kept in Hong Kong for inspection by the shareholders, however, the procedure for registration of members may be suspended by the Company in accordance with the applicable laws, regulations and securities regulatory rules of the place where the Company's shares are listed.

Shareholders enjoy rights and undertake obligations according to the class of shares they hold. Holders of the same class shall enjoy the same rights and bear the same obligations.

Shareholders of H Shares who have lost their share certificates and apply for re-issue may be processed pursuant to the relevant provisions of the laws, rules of stock exchange or other relevant provisions of the place where the original of the H Share register is kept.

In respect of the joint shareholders of any shares, only the joint shareholder ranking first in the register of members has the right to receive share certificates for the relevant shares from the Company, receive notices of the Company, and any notice delivered to the aforesaid person shall be deemed to have been delivered to all the joint shareholders of the relevant shares. Any one of the joint shareholders may sign the form of proxy provided, however, if more than one joint shareholder is present in person or by proxy, the vote cast by the senior joint shareholder, whether in person or by proxy, shall be accepted as the sole vote cast on behalf of the remaining joint shareholders. In this regard, seniority of shareholders must be determined by the ranking order of the joint shareholders in the Company's register of members in relation to the relevant shares.

Article 33 Where the Company convenes a general meeting of shareholders, distributes dividends, liquidates and participates in other activities requiring the recognition of shareholders' identities, the Board or the convener of the general meeting of shareholders shall decide the record date, and shareholders whose names appear on the register of members at the close of business on the record date are entitled to relevant rights and interests.

Article 34 The shareholders of the Company shall enjoy the following rights:

(I) having the right to speak and vote at the general meetings, unless required to abstain from voting on specific matters pursuant to the regulations of the Hong Kong Stock Exchange Listing Rules;

(II) obtaining dividends and other forms of benefit distribution in proportion to the shares held by them;

(III) requiring to hold, convene, chair, attend or appoint a proxy to attend a general meeting of shareholders pursuant to the law and exercising the corresponding rights to speak and vote at the general meeting;

(IV) supervising the Company's operations, proposing recommendations or raising questions;

(V) transferring, donating or pledging shares held by them pursuant to laws, administrative regulations and the provisions of the Articles of Association;

(VI) inspecting and copying the Articles of Association, share register, resolutions of general meetings of shareholders, minutes of the Board meetings and financial accounting reports. Shareholders who meet the requirements may inspect the Company's accounting books and certificates;

(VII) upon termination or liquidation of the Company, participating in the distribution of the remaining property of the Company in proportion to the number of shares held by them;

(VIII) dissenting shareholders who object to the resolution on the merger or division of the Company passed by the general meeting of shareholders may request the Company to acquire their shares;

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

Article 35 If any shareholder proposes to inspect and copy the relevant information mentioned in the preceding Article or asks for information, the said shareholder shall comply with laws and administrative regulations such as the Company Law, the Securities Law, the Hong Kong Stock Exchange Listing Rules and the securities regulatory rules of the place where the Company's shares are listed, and provide the Company with written documents bearing evidence of the class and number of shares of the Company held by him/her/it, and the Company shall provide the information as required by the said shareholder upon verification of his/her/its identity.

Article 36 If the content of a resolution passed at the Company's general meeting of shareholders or Board meeting violates laws or administrative regulations, shareholders shall have the right to petition the people's court to invalidate the resolution.

If the procedures for convening, or the method of voting at, a general meeting of shareholders or Board meeting violate laws, administrative regulations or the Articles of Association, or the content of a resolution violates the Articles of Association, shareholders shall have the right to petition the people's court to revoke the resolution within 60 days from the date of the adoption of such resolution. However, except that there are only minor defects in the convening procedures or voting method of a shareholders' meeting or a Board meeting, which do not materially affect the resolution.

Where the Board of Directors, shareholders and other stakeholders dispute the validity of a resolution of a general meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgement or ruling as rescinded the resolution, the stakeholders shall execute the resolution of the general meeting. The Company, directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.

Where the people's court makes a judgement or ruling on a relevant matter, the Company shall fulfil its obligation to disclose the information in accordance with the laws, administrative regulations, the requirements of the CSRC and the stock exchange where the Company's shares are listed, fully explain the impact, and actively co-operate with the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they will be handled in a timely manner and the corresponding information disclosure obligations will be fulfilled.

Article 37 Resolutions of the general meeting or Board meeting of the Company shall not be valid under any of the following circumstances:

(I) no general meetings or Board meetings has been convened to pass the resolution;

(II) the resolution is not voted on at the general meeting or Board meeting;

(III) the number of persons attending the meeting or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association;

(IV) the number of persons agreeing to the resolution or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association.

Article 38 Where the directors (other than the members of the Audit Committee) and senior management officers violate the laws, administrative regulations or the Articles of Association in performing their duties to the Company resulting in any loss to the Company, the shareholder(s) severally or jointly holding more than 1% of the shares in the Company for more than 180 consecutive days may request the Audit Committee in writing to initiate proceedings in the people's court. Where the members of the Audit Committee violate the laws, administrative regulations or the Articles of Association in performing duties to the Company resulting in any loss to the Company, the aforementioned shareholders may request the Board of Directors in writing to initiate proceedings in the people's court.

If the Audit Committee and the Board of Directors, upon receipt of the shareholders' written request stipulated in the preceding paragraph, reject to initiate a lawsuit, or a lawsuit is not initiated within 30 days from the date of receipt of such request, or in the event of emergency where the interest of the Company will suffer irreparable damage if a lawsuit is not initiated immediately, the shareholders stipulated in the preceding paragraph shall have the right to initiate legal proceedings directly with the people's court in their own names for the interest of the Company.

Where other parties infringe the lawful interests of the Company resulting in losses to the Company, the shareholders stipulated in the first paragraph of this Article may initiate legal proceedings in a people's court in accordance with the provisions of the preceding two paragraphs.

Where the directors or senior management of a wholly-owned subsidiary of the Company violate the provisions of laws, administrative regulations or the Articles of Association during the performance of their duties and cause losses to the Company, or if any third parties infringe upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and cause losses, the shareholders severally or jointly holding 1% or more of the Company's shares for a period of 180 consecutive days or longer, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, are entitled to request the board of directors of the wholly-owned subsidiary to initiate legal proceedings with the people's court in writing or directly initiate legal proceedings with the people's court in its own name. Where an audit committee is established by a wholly-owned subsidiary of the Company, the provisions of paragraphs 1 and 2 of this Article shall apply.

Article 39 Where any director or senior management officer violates the provisions of laws, administrative regulations or the Articles of Association, damaging the interests of shareholders, the shareholders may initiate legal proceedings in a people's court.

Article 40 The shareholders of the Company shall assume the following obligations:

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

(II) paying share payments as per the shares subscribed for and the method of subscription;

(III) not to withdraw its share capital, except for circumstances stipulated by laws and regulations;

(IV) not to abuse the shareholders' rights to impair the interest of the Company or other shareholders; not to abuse the independent legal person status of the Company and the limited liability of shareholders to impair the interest of creditors of the Company;

(V) keeping commercial secrets of the Company confidential;

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

Shareholders of the Company shall be liable for making compensation for any loss suffered by the Company or other shareholders arising from their abuse of shareholders' rights in accordance with law. Shareholders of the Company who abuse the independent legal person status of the Company and the limited liability of shareholders to evade debts and seriously impair the interest of creditors of the Company shall be jointly and severally liable for the debts of the Company.

Section 2 Controlling Shareholders and De Facto Controllers

Article 41 The controlling shareholders and de facto controllers of the Company shall exercise their rights and fulfill their obligations in accordance with laws, administrative regulations, provisions of the CSRC and the stock exchange of the place where the Company's shares are listed, to safeguard the interests of the Company.

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

(I) exercise shareholder rights in accordance with the law, not to abuse controlling interest, or exploit connected-party relationships to harm the legitimate rights and interests of the Company or other shareholders;

(II) strictly fulfill public statements and commitments made, without unauthorized changes or waivers;

(III) strictly fulfill information disclosure obligations in accordance with relevant regulations, actively cooperate with the Company in information disclosure work, and promptly inform the Company of significant events that have occurred or are planned to occur;

(IV) shall not misappropriate the Company's funds in any way;

(V) shall not coerce, instruct, or require the Company and related personnel to illegally provide guarantees;

(VI) shall not seek benefits using the Company's undisclosed significant information, shall not disclose any undisclosed significant information about the Company in any way, shall not engage in insider trading, short term trading, market manipulation, or other illegal activities;

(VII) shall not damage the legitimate rights and interests of the Company and other shareholders through unfair connected-party transactions, profit distribution, asset reorganization, external investments, or any other means;

(VIII) ensure the integrity of the Company's assets, personnel independence, financial independence, institutional independence, and business independence, and shall not in any way affect the Company's independence;

(IX) comply with laws, administrative regulations, provisions of the CSRC, the securities regulatory rules of the place where the Company's shares are listed and other provisions of the Articles of Association.

The controlling shareholders and de facto controllers of the Company who do not serve as directors of the Company but actually carry out the Company's affairs shall be subject to the provisions of the Articles of Association regarding the fiduciary duty and diligence duty of directors.

If the controlling shareholders and de facto controllers of the Company instruct directors or senior management officers to engage in actions that harm the interests of the Company or shareholders, they shall be jointly liable with the director or senior management officers concerned.

Article 43 If the controlling shareholders and de facto controllers pledge the Company's shares they hold or actually control, they should maintain the Company's control rights and ensure stable production and operation.

Article 44 If the controlling shareholders and de facto controllers transfer their holdings of the Company's shares, they shall comply with the restrictive provisions on share transfer in laws, administrative regulations, provisions of the CSRC and the stock exchange of the place where the Company's shares are listed, as well as the commitments they have made regarding restricted share transfers.

Section 3 General Provisions for General Meetings

Article 45 The general meeting of shareholders of the Company shall be composed of all shareholders. The general meeting of shareholders is the authority of power of the Company which shall exercise the following functions and powers in accordance with the laws:

(I) elect and replace directors, decide on the remuneration matters of the relevant directors;

(II) consider and approve the reports of the Board of Directors;

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

(IV) pass resolutions to increase or reduce the registered capital of the Company;

(V) pass resolutions on the issuance of corporate bonds;

(VI) pass resolutions on merger, division, dissolution and liquidation or change in corporate form of the Company;

(VII) amend these Articles of Association;

(VIII) decide on the matter of acquiring the shares of the Company under the circumstances stipulated in items (I) and (II) of Article 25 hereof;

(IX) pass resolutions on the engagement or dismissal of accounting firms engaged in the audit work of the Company;

(X) consider and approve the guarantee matters stipulated in Article 46 hereof;

(XI) consider matters regarding the purchase and sale of material assets by the Company within one year for an amount exceeding 30% of the latest audited total assets of the Company;

(XII) consider and approve the changes in the use of proceeds raised;

(XIII) consider equity incentive schemes and employee stock ownership plans;

(XIV) consider other matters which shall be decided by the general meetings of shareholders as stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

The general meeting may authorize the Board of Directors to resolve on the issue of corporate bonds. As to matters in relation to the issue of corporate bonds, by resolution of the general meeting, or by resolution of the Board of Directors authorized by the general meeting, their specific implementation shall be in compliance with laws, administrative regulations, provisions of the CSRC and the Hong Kong Stock Exchange.

Except as otherwise provided by laws, administrative regulations, provisions of the CSRC and the securities regulatory rules of the place where the Company's shares are listed, the functions and powers of the shareholders' meeting as described in paragraph 1 of this Article shall not be exercised by the Board of Directors or other institutions and personnel on its behalf by way of authorization.

Article 46 The following external guarantees of the Company shall be considered and approved at the general meeting of shareholders:

(I) any guarantee after the total amount of external guarantees provided by the Company and its holding subsidiaries has exceeded 50% of the Company's latest audited net assets;

(II) any guarantee provided after the total amount of external guarantees of the Company has exceeded 30% of the Company's latest audited total assets;

(III) any guarantee after the amount of guarantees provided by the Company to others within one year has exceeded 30% of the Company's latest audited total assets;

(IV) the data of the latest financial statements of the entity to be provided with guarantee show that the asset to liability gearing ratio has exceeded 70%;

(V) any guarantee with a single sum of guarantee that has exceeded 10% of the latest audited net assets;

(VI) guarantees provided to the shareholders, de facto controllers and their related parties;

(VII) other guarantee circumstances shall be considered by the general meeting of shareholders as stipulated by laws, administrative regulations, rules, securities regulatory rules of the place where the Company's shares are listed or other normative documents.

The guarantee specified in (III) of the preceding paragraph shall be approved by more than two-thirds of the voting rights held by shareholders present at the meeting.

Where a director, general manager, other senior management officer or other personnel of the Company enter into a guarantee contract without authorization without completing the procedures for reviewing external guarantees as required, he/she shall be held accountable.

Article 47 The general meetings consist of annual general meetings and extraordinary general meetings. The annual general meetings shall be convened once every year and shall be held within six months from the end of the previous fiscal year.

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

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

(II) where the losses of the Company that have not been made up represent one-third of its total share capital;

(III) where such meeting is requested by shareholders individually or jointly holding more than 10% of the shares of the Company;

(IV) where such meeting is deemed necessary by the Board of Directors;

(V) where such meeting is proposed to be convened by the Audit Committee;

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

If an extraordinary general meeting is convened in accordance with the provisions of the securities regulatory rules of the place where the Company's shares are listed, the actual date of such extraordinary general meeting to be convened may be adjusted according to the approval progress of the stock exchange where the Company's shares are listed.

Article 49 The venue for holding a general meeting of the Company shall be the domicile of the Company or other places specified in the notice of such meeting.

A venue shall be set up for a general meeting to be convened by means of physical meeting. The Company shall also provide means to enable online to facilitate shareholders' participation in the general meetings, enabling the shareholders to virtually attend by utilizing technology and vote by electronic means. Shareholders attending the general meetings by the aforesaid means shall be deemed as present. All shareholders whose names are listed on the register of member of the Company or their proxies shall be entitled to attend the general meetings, and they shall not be refused by the Company and the convener for any reason.

The selected time and venue of the physical meeting shall be convenient for shareholders to participated in. After the issuance the notice of a general meeting, the venue for convening such physical general meeting shall not be changed without a proper reason. In the event of necessary change, the convener shall make an announcement stating the reasons at least 2 working days prior to the date of such physical meeting.

Section 4 Convening of General Meetings

Article 50 The Board of Directors shall convene the general meeting on time within the specified period.

Subject to the consent of more than half of all the independent non-executive directors, the independent non-executive Directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. In respect of any proposal for convening an extraordinary general meeting made by the independent non-executive Directors, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide its feedback in writing on whether or not it agrees to convene the extraordinary general meeting within 10 days upon receipt of such proposal.

If the Board of Directors agrees to convene the extraordinary general meeting, a notice of the general meeting shall be given within 5 days after a resolution of the Board of Directors is approved; if the Board of Directors disagrees to convene the extraordinary general meeting, the reasons shall be stated.

Article 51 The Audit Committee shall have the right to propose to the Board of Directors to convene an extraordinary general meeting, and shall submit such proposal in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide its feedback in writing on whether or not it agrees to convene the extraordinary general meeting within 10 days upon receipt of such proposal.

If the Board of Directors agrees to convene the extraordinary general meeting, a notice of the general meeting shall be given within 5 days after a resolution of the Board of Directors is approved, and any changes to the original proposal set out in the notice shall be subject to the consent of the Audit Committee.

If the Board of Directors disagrees to convene the extraordinary general meeting or fails to provide feedback within 10 days upon receipt of such proposal, the Board of Directors shall be deemed to be unable or failing to perform its duties of convening a general meeting, and the Audit Committee may convene and preside over the meeting on its own.

Article 52 Shareholders individually or jointly holding more than 10% of the shares of the Company shall have the right to request the Board of Directors to convene an extraordinary general meeting and to include any proposed resolutions in the agenda of the meeting, which shall be submitted in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide its feedback in writing on whether or not it agrees to convene the extraordinary general meeting within 10 days upon receipt of such request.

If the Board of Directors agrees to convene the extraordinary general meeting, a notice of the general meeting shall be given within 5 days after a resolution of the Board of Directors is approved, and any changes to the original request set out in the notice shall be subject to the consent of relevant shareholders.

If the Board of Directors disagrees to convene the extraordinary general meeting or fails to provide feedback within 10 days upon receipt of such request, shareholders individually or jointly holding more than 10% of the shares of the Company shall have the right to propose to the Audit Committee to convene the extraordinary general meeting, and shall submit the request in writing to the Audit Committee.

If the Audit Committee agrees to convene the extraordinary general meeting, a notice of the general meeting shall be given within 5 days upon receipt of such request, and any changes to the original request set out in the notice shall be subject to the consent of relevant shareholders.

If the Audit Committee fails to give a notice of the general meeting within the prescribed period, the Audit Committee shall be deemed to be failing to convene and preside over the general meeting, and shareholders individually or jointly holding more than 10% of the shares of the Company for more than 90 consecutive days may convene and preside over the meeting on their own.

Article 53 If the Audit Committee or shareholders decide to convene a general meeting by themselves, they shall notify the Board of Directors in writing. If the securities regulatory rules of the place where the Company's shares are listed provide otherwise, the provisions thereof shall prevail provided that they do not contravene national laws and administrative regulations and the Articles of Association.

Prior to the announcement of a resolution of a general meeting, the shareholding of shareholders convening the meeting shall not be less than 10%.

When the notice of a general meeting is given and the announcement of a resolution of a general meeting is made by the Audit Committee or shareholders convening the meeting, if the securities regulatory rules of the place where the Company's shares are listed provide otherwise, the provisions thereof shall prevail provided that they do not contravene national laws and administrative regulations and the Articles of Association.

Article 54 For a general meeting convened by the Audit Committee or shareholders on their own, the Board of Directors and the secretary to the Board of Directors shall provide cooperation. The Board of Directors shall provide the register of members as of the record date.

Article 55 For a general meeting convened by the Audit Committee or shareholders on their own, the expenses necessary for the meeting shall be borne by the Company.

Section 5 Proposals and Notices of General Meetings

Article 56 The content of a proposal shall fall within the terms of reference of a general meeting with a clear topic and specific matters to be resolved, and shall comply with the relevant provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 57 The Board of Directors, the Audit Committee and shareholders individually or jointly holding more than 1% of the shares of the Company shall have the right to put forward proposals to the Company when convening a general meeting of the Company.

Shareholders individually or jointly holding more than 1% of the shares of the Company may put forward an interim proposal and submit it in writing to the convener no later than 10 days prior to the date of the general meeting. The convener shall issue a supplemental notice of the general meeting within 2 days upon receipt of such proposal to announce the content of the interim proposal, and submit the same to the general meeting for consideration, provided that the interim proposal 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. In the event that the general meeting has to be postponed due to the issuance of the supplemental notice of the general meeting in accordance with the securities regulatory rules of the place where the Company's shares are listed, the general meeting shall be postponed in accordance with the securities regulatory rules of the place where the Company's shares are listed.

Except for the circumstances prescribed in the preceding paragraph, the convener, after issuing the notice of a general meeting, shall not modify the proposals that have already been set out in the notice of the general meeting or include any new proposals.

Proposals that are not set out in the notice of a general meeting or that do not comply with the provisions of the Articles of Association, shall not be voted and resolved at the general meeting.

Article 58 The Convener shall notify all shareholders the convening of an annual general meeting by means of an announcement no later than 21 days prior to date of the meeting and shall notify all shareholders the convening of an extraordinary meeting by means of an announcement no later than 15 days prior to date of the meeting. The Company shall not include the date of the meeting in calculating the notification period. The notice of the general meeting shall be given to the shareholders in a manner that abides by laws, administrative regulations, the Hong Kong Stock Exchange Listing Rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 59 The notice of a general meeting shall include the following:

(I) the time, venue and duration of the meeting;

(II) the matters and proposals being put forward the meeting for consideration;

(III) a prominent statement explaining that all shareholders shall have the right to attend the general meeting and may appoint a proxy in writing to attend the meeting and vote at such meeting, and such proxy need not be a shareholder of the Company;

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

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

(VI) the time and procedures for voting online or by other means.

All specific content of all proposals shall be fully and completely disclosed in the notice and supplemental notice of the general meeting.

Article 60 If matters related to the election of Directors are proposed to be discussed at a general meeting, detailed information of the candidates for Directors shall be fully disclosed in the notice of the general meeting, including at least the following:

(I) his/her personal particulars such as educational background, work experience and part-time employment;

(II) whether he/she has a connected relationship with the Company or the controlling shareholder and de facto controller of the Company;

(III) the number of shares of the Company held by him/her;

(IV) whether he/she has been penalized by the CSRC and other relevant authorities and disciplined by a stock exchange.

(V) other information as required by the CSRC and the securities regulatory rules of the place where the Company's shares are listed.

Except for the election of Directors by adopting a cumulative voting system, the election of each candidate for a Director shall be proposed by way of a separate proposal.

Article 61 After the issuance of the notice of a general meeting, such general meeting shall not be postponed or cancelled without a proper reason, and the proposals set out in the notice of the general meeting shall not be revoked. In the event of postponement or cancellation, the convener shall make an announcement stating the reasons at least 2 working days prior to the original date of the meeting. In respect of the procedures for postponing or cancelling a general meeting, if the securities regulatory rules of the place where the Company's shares are listed specify otherwise, the provisions thereof shall prevail provided that they do not contravene the Company Law and the Securities Law.

Section 6 Holding of General Meetings

Article 62 The Board of Directors and other conveners of the Company shall take all necessary measures to ensure the normal order of a general meeting. Measures shall be taken to stop acts of interfering with general meetings, picking quarrels and provoking trouble and infringing on the legitimate rights and interests of shareholders, which shall be promptly reported to relevant authorities for investigation and punishment.

Article 63 All shareholders in the register as at the record date or their proxies shall have the right to attend the general meeting and exercise voting rights pursuant to relevant laws, regulations and the Articles of Association.

Shareholders may attend the general meeting in person or appoint proxy/proxies to attend the meeting and exercise their voting rights on their behalf.

Article 64 Each shareholder is entitled to appoint one proxy, and such proxy need not be a shareholder of the Company. If the shareholder is a corporate legal person, it may appoint one proxy to attend and vote at any general meeting of the Company, and if such corporate shareholder is present at any meeting by proxy, it shall be deemed to be present in person. A form of proxy may be executed by a duly authorized officer of the Company. If an individual shareholder attends the meeting in person, he/she shall produce his/her identity card or other valid documents or certificates that can identify him/herself; if a shareholder authorizes a proxy to attends a meeting on his/her behalf, the proxy shall produce his/her own valid identity card and the power of attorney from the shareholder.

Corporate shareholders shall attend the meeting by their legal representative or a proxy appointed by the legal representative. If the legal representative (except a recognized clearing house or its proxy) attends the meeting, he/she shall produce his/her identity card or a valid certificate to prove his/her qualification as a legal representative; if a proxy (except a recognized clearing house or its proxy) is appointed to attend the meeting, the proxy shall produce his/her identity card, the written power of attorney issued by the legal representative of the corporate shareholder entity (except for a shareholder who is a recognized clearing house (the "recognized clearing house") as defined in the relevant regulations under Hong Kong laws in force from time to time or as defined under the securities regulatory rules of the place where the Company's shares are listed).

If a shareholder is a recognized clearing house (or its proxies), the recognized clearing house may authorize such person or persons as it thinks fit to act as its representative (or its proxy) at any general meeting of shareholders or any meeting of creditors. However, if more than one person is authorized, the power of attorney shall state the number and class of the shares in respect of which each such person is so authorized. A person so authorized may attend meetings (without production of shareholding credentials, notarized authorization and/or further evidence of his duly authorized authority) on behalf of a recognized clearing house (or its proxies) and exercise rights as if such person is an individual shareholder of the entity.

Article 65 The form of proxy issued by shareholders to authorize others to attend the general meeting of shareholders shall contain the following contents:

(I) Name of the appointer, and the class and number of shares held in the Company;

(II) the name of the proxy;

(III) the specific instructions of the shareholder, including the instructions to vote for, against, or abstain from voting in respect of each of the matters on the agenda to be considered at the general meeting of shareholders;

(IV) date of issue and validity period of the form of proxy;

(V) signature (or seal) of the appointer, if the appointer is a corporate shareholder, such form of proxy shall be affixed with the official seal of the corporate entity.

Article 66 The form of proxy shall specify if no specific instruction is given by the shareholder, whether the proxy of the shareholder may vote at his/her own discretion. If no specific instruction is given in the form of proxy, the proxy of the shareholder is deemed to be able to vote at his/her own discretion.

Article 67 The form of proxy shall be lodged at least twenty-four hours prior to the commencement of the relevant meeting at which it authorizes voting, or at least twenty-four hours prior to the time appointed for voting, at the domicile of the Company or at such other place as specified in the notice of the meeting. Where the form of proxy is signed by a person authorized by the appointer, the power of attorney or other authorization instruments to authorize the signing shall be notarized. The notarized power of attorney or other authorization instruments, together with the voting form of proxy are required to be lodged at the domicile of the Company or other places as specified in the notice of the meeting.

Where the appointer is a corporate legal person, its legal representative or the person authorized by the resolution of its board of directors or other decision-making body shall act as a representative to attend the general meeting of shareholders of the Company on behalf of the appointer.

Article 68 The Company shall be responsible for preparing the register of meeting for recording attendance at the meeting. The register of meeting shall record, among other things, the name of the attending person (or entity), identity card number, the number of shares held with voting rights or representing voting rights, and the name of the appointer (or entity).

Article 69 The convener shall verify the legality of shareholders' qualifications based on the register of members provided by the securities depository and clearing corporation, and register the names of the shareholders and the number of shares with voting rights held by them. The registration of the meeting shall be terminated prior to the announcement by the chairman of the meeting on the number of shareholders and proxies attending the meeting and the total number of shares with voting rights held by them.

Article 70 If the general meeting requires directors and senior management officers to attend the meeting, the directors and senior management officers shall attend and answer inquiries from shareholders.

Article 71 A general meeting of shareholders shall be chaired by the Chairman of the Board of Directors. In the event that the Chairman of the Board of Directors is unable to or fails to perform his/her duties, a director jointly elected by more than half of the directors shall chair the meeting.

A general meeting convened by the Audit Committee on its own initiative shall be chaired by the convener of the Audit Committee. In the event that the convener of the Audit Committee is unable to or fails to perform his/her duties, a member of the Audit Committee jointly elected by more than half of the members of the Audit Committee shall chair the meeting.

A general meeting of shareholders convened by shareholders on their own initiative shall be chaired by the representative nominated by the convener.

When convening a general meeting, if the chairman of the meeting breaches the procedural rules causing the general meeting unable to proceed, with the consent of more than half of the shareholders with voting rights attending the general meeting, the general meeting may nominate a person to act as the chairman of the meeting to continue convening such meeting.

Article 72 The Company shall formulate the rules of procedure for general meetings of shareholders, which shall specify in details the holding, convening and voting procedures for the general meeting, including notice, registration, consideration of the proposals, voting, vote counting, announcement of voting results, formation of meeting resolutions, minutes of meeting and signing, and the content of announcement, as well as the principles for authorization by the general meeting of shareholders to the Board of Directors, and the content of authorization shall be clear and specific. The rules of procedure for general meetings of shareholders shall be an appendix to the Articles of Association, formulated by the Board and approved at the general meeting.

Article 73 At the annual general meeting, the Board of Directors shall report their work in the previous year to the general meeting of shareholders. Each independent non-executive Director shall also make a report on the performance of his/her duties.

Article 74 Directors and senior management officers shall provide explanations and clarifications on the queries and suggestions from shareholders at the general meeting.

Article 75 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting as well as the total number of shares with voting rights held by them, which shall be the number of shareholders and proxies attending the meeting and the total number of shares with voting rights held by them as indicated in the register of meeting.

Article 76 The general meeting of shareholders shall keep minutes of meeting, which shall be responsible by the secretary to the Board of Directors. The minutes of meeting shall contain the following content:

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

(II) the names of the chairman of the meeting and the directors, general manager and other senior management officers attending the meeting or present at the meeting as non-voting attendees;

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

(IV) the deliberation process of each proposal, summaries of the speeches and the voting results;

(V) the details of the queries, comments or recommendations of the shareholders, and the corresponding responses or explanations;

(VI) the names of the counter and the scrutineer of votes;

(VII) other contents that should be recorded in the minutes of meeting as provided in the Articles of Association.

Article 77 The convener shall ensure that the contents of the minutes of meeting are true, accurate and complete. The directors, secretary to the Board of Directors, the convener or representative thereof, and the chairman of the meeting who have attended the meeting shall sign on the minutes of meeting. The minutes of meeting shall be kept for a term of at least 10 years together with the book of signatures of the shareholders attending the meeting, the forms of proxies of the attending proxies, and the valid information on voting through internet and other means.

Article 78 The convener shall ensure that the general meeting of shareholders is held continuously until final resolutions have been reached. In the event that the general meeting of shareholders is suspended or the shareholders fail to reach any resolution due to force majeure or for other special reasons, necessary measures shall be taken to resume convening the meeting as soon as possible or directly terminate the meeting and made an announcement in a timely manner. Where the securities regulatory rules of the place where the Company's shares are listed provided otherwise, such provisions shall prevail subject to compliance with domestic laws, administrative regulations and the Articles of Association.

Section 7 Voting and Resolutions at General Meetings

Article 79 Resolutions of a general meeting of shareholders shall be classified as ordinary resolutions and special resolutions.

Ordinary resolutions of a general meeting shall be passed by votes representing more than half of the voting rights held by the shareholders (including proxies) attending the general meeting.

Special resolutions of a general meeting shall be passed by votes representing more than two-thirds of the voting rights held by the shareholders (including proxies) attending the general meeting.

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

(I) work reports of the Board of Directors;

(II) profit distribution plans and loss recovery plans formulated by the Board of Directors;

(III) appointment and dismissal of members of the Board of Directors who are non-employee representatives, and the remuneration and method of payment for members of the Board of Directors;

(IV) the annual financial budget and final accounts of the Company;

(V) the annual report of the Company;

(VI) other matters other than those which are required by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association to be approved by a special resolution.

Article 81 The following matters shall be approved by special resolutions at a general meeting:

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

(II) division, split-up, merger, dissolution and voluntary liquidation of the Company;

(III) amendment to the Articles of Association;

(IV) the amounts for purchase or disposal of material asset or provision of guarantee to others by the Company within one year exceed 30% of the latest audited total assets of the Company;

(V) equity incentive schemes;

(VI) other matters as required by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, and other matters considered to have material impact on the Company by ordinary resolution of the general meeting and approval by special resolution is required.

Article 82 Shareholders (including proxies) shall exercise voting rights based on the number of shares with voting rights represented by them, and each share shall have one vote. In voting, shareholders (including proxies) entitled to two or more votes need not cast all their votes in favor of or against a resolution.

No voting right is attached to the shares of the Company held by the Company itself, and such shares shall not be counted in the total number of shares with voting rights represented by shareholders present at a general meeting.

Pursuant to the applicable laws and regulations and the Hong Kong Stock Exchange Listing Rules of the Hong Kong Stock Exchange, if any shareholder is required to abstain from voting on a certain resolution or any shareholder is restricted to vote only for (or against) a certain resolution, the votes cast by such shareholder or its proxy in violation of such requirement or restriction shall not be counted in the total number of shares with voting right.

Where a shareholder purchases voting shares of the Company in violation of the provisions of paragraphs 1 and 2 of Article 63 under the Securities Law, such shares in excess of the prescribed proportion are prohibited from exercising voting rights within 36 months after purchase, and they will not be counted in the total number of shares with voting right represented by shareholders present at the general meeting.

The Board of Directors, independent non-executive directors and shareholders holding more than 1% of the shares with voting rights or the investor protection institution established in accordance with laws, administrative regulations or the requirements of the CSRC may solicit voting rights from shareholders. The solicitation of voting rights from shareholders shall fully disclose the specific voting intention and other information to the solicited persons. Solicitation of voting rights from shareholders by way of compensation or otherwise in disguised form of compensation is prohibited. Except under statutory conditions, the Company is forbidden to impose a limit of minimum shareholding ratio on the solicitation of voting rights.

Article 83 When matters relating to connected transactions are considered at a general meeting of shareholders, the connected shareholders shall abstain from voting, and the voting shares represented by such connected shareholders shall not be counted into the total number of valid votes. The announcement of the resolutions of the general meeting of shareholders shall fully disclose the voting results of non-connected shareholders.

The procedures for withdrawing and voting at the general meeting of shareholders in considering the connected transactions shall abide by relevant national laws, regulations, the Hong Kong Stock Exchange Listing Rules and the regulatory requirements of the securities regulatory authorities of the place where the Company's shares are listed.

Article 84 Unless the Company is in a crisis or other special circumstances, the Company shall not enter into a contract with any person other than a Director, general manager, or other senior management personnel to entrust the management of all or significant business of the Company to that person without the approval of a relevant special resolution at a general meeting.

Article 85 The list of candidates for Directors shall be put forward by way of a proposal for voting at a general meeting.

The cumulative voting system shall be adopted for the election of Directors at a general meeting in cases involving the following circumstances:

(I) The Company elects more than two independent non-executive Directors;

(II) The Company elects more than two Directors during the period when a single shareholder and its concert parties are interested in 30% or more of the shares.

In the event that cumulative voting is adopted for the election of Directors at the general meeting, the voting for independent non-executive Directors and that for other Directors shall be conducted separately, and the elected Directors shall be determined based on the number of candidates to be elected for Directors and according to the descending order of the number of votes they have received. If cumulative voting is not adopted for the election of Directors, each candidate for a Director shall be proposed under a separate proposal.

The cumulative voting system referred to in the preceding paragraph means that in the election of Directors at a general meeting, each share shall attach the same number of voting rights as the number of Directors to be elected, and that the voting rights to which the shareholders are entitled may be centrally utilized.

Article 86 Except for the cumulative voting system, all proposals will be voted on individually at a general meeting, and if there are different proposals on the same matter, the proposals will be voted on in the order in which they were submitted. No proposal shall be set aside or not be able to be voted on at a general meeting unless the meeting is suspended or no resolution can be made at the meeting due to special reasons such as force majeure.

Article 87 When a proposal is considered at a general meeting, no amendment shall be made to the proposal; otherwise, the relevant change shall be regarded as a new proposal and cannot be voted on at the current general meeting.

Article 88 Each voting right shall only be exercised by attending meeting in person, through the internet or any one of the other voting methods. In the event of a repeat vote by the same voting right, the result of the first vote shall prevail.

Article 89 Voting at a general meeting shall be conducted by a registered poll.

Article 90 When voting on a proposal at a general meeting, vote counters and scrutinizers shall be jointly responsible for vote counting and scrutinizing, and the poll results shall be announced on the spot and the poll results of the resolution shall be recorded in the minutes of the meeting.

Shareholders of the Company or their proxies who cast their votes online or by other means shall have the right to check the results of their votes by way of the pertinent voting system.

Article 91 The closing time of the on-site general meeting shall not be earlier than online or other ways. The chairman of the meeting shall announce the voting and results of every resolution, and announce whether the resolutions have been passed based on the voting results.

Before the official announcement of poll results, the Company, vote counters, scrutinizers, shareholders, network service providers and other relevant parties involved in the on-site general meeting, online and other ways of voting shall have an obligation to keep the voting situation confidential.

Article 92 Shareholders attending a general meeting shall express one of the following opinions on the proposals submitted for voting: for, against, or abstain; except for securities registration and clearing institutions which serve as the nominal holders of stocks traded in the stock markets of the Mainland and Hong Kong under the stock connect mechanism, or recognized clearing houses, as defined in the relevant regulations in force from time to time under the laws of Hong Kong, or their agents which serve as the nominal holders, and make declarations according to the intention of the actual holders.

Votes that are unfilled, incorrectly filled, illegible, or uncast shall be deemed as the waiver of voting rights of the voter, and the voting results of the number of shares held by such voter shall be counted as "abstentions".

Article 93 If the chairperson of the meeting has any doubts about the results of any resolutions submitted for voting, he/she may organize the counting of the votes cast; if the chairperson of the meeting fails to count the votes, shareholders or their proxies attending the meeting shall have the right to request for the counting of votes immediately after the announcement of the poll results if they have any objections to the results announced by the chairperson of the meeting, and the chairperson of the meeting shall organize the counting of votes immediately.

Article 94 The resolutions of a general meeting shall be announced in a timely manner, and the announcement shall clearly set out the number of shareholders and proxies attending the meeting, the total number of voting shares held and the proportion to the total number of voting shares of the Company, the voting method and the poll results of each proposal.

Article 95 For any proposal that fails to be passed, or any amendment that has been made at the current general meeting to any resolution passed at the previous general meeting, a special reminder shall be given in the announcement of the resolutions of the general meeting.

Article 96 If a proposal for the election of a Director is passed at a general meeting, the new Director shall take office from the date on which the relevant resolution is passed at the general meeting (Where the resolution of the general meeting provides otherwise, such provisions shall prevail provided that they are not in violation of domestic laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association).

Article 97 If a proposal for cash distributions, bonus issue or conversion of capital reserve into share capital, the Company shall implement the specific plan within 2 months of the conclusion of the general meeting. If the specific plan cannot be implemented within 2 months in accordance with the provisions of laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, the implementation date of the specific plan may be adjusted accordingly in accordance with such regulations and according to the actual situation.

CHAPTER V DIRECTORS AND BOARD OF DIRECTORS

Section 1 General Provisions for Directors

Article 98 The Directors of the Company comprise executive Directors, non-executive Directors and independent non-executive Directors. A non-executive Director refers to a Director who does not hold any operation management position in the Company. Directors shall have the qualifications for office as required by laws, administrative regulations and rules. A Director of the Company shall be a natural person and shall not serve as a Director of the Company under any of the following circumstances:

(I) He/she has no or limited capacity for civil conduct;

(II) He/she is sentenced to a criminal penalty for corruption, bribery, embezzlement, misappropriation of property, or disrupting the order of the socialist market economy, or is deprived of political rights for a crime, and the execution period has not expired for more than 5 years, or, in the case of suspension of execution, the probationary period has not expired for more than 2 years;

(III) He/she serves as a director, a factory manager or manager of a company or enterprise in bankruptcy or liquidation and is personally liable for the bankruptcy of the company or enterprise, and it has not been more than 3 years since the date of completion of the bankruptcy or liquidation of the company or enterprise;

(IV) He/she is the legal representative of a company or enterprise whose business license has been revoked and which has been ordered to close down due to the violation of laws, and he/she is personally liable therefor, and it has not been more than 3 years since the date when the business license of the company or enterprise was revoked or when it was ordered to close down;

(V) The individual is listed as dishonest person subject to execution by the People's Court due to his/her failure to settle a relatively large amount of debts before the due date;

(VI) He/she has been imposed measures by the CSRC to prohibit entry into the securities market and the prohibition period has not expired;

(VII) He/she is recognised as unsuitable to serve as a director or senior management member of listed companies in accordance with securities regulatory rules of the place where the Company's shares are listed for a period which has not yet expired;

(VIII) Other circumstances as specified in laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or departmental rules.

If the election or appointment of Directors violates the provisions of this Article, such election, appointment or engagement shall be null and void. If a Director falls under any of the circumstances described in this Article during his/her term of office, the Company shall remove him/her from his/her position and cease his/her performance of duties.

Article 99 A Director shall be elected or replaced at a general meeting and may be removed from office by way of an ordinary resolution at a general meeting before the expiration of his/her term of office (but any claims for compensations which may be brought under any contract shall not be affected in this regard). A Director shall serve a term of three years and may be re-elected for re-appointment upon expiry of his/her term of office in accordance with the provisions of the securities regulatory rules of the place where the Company's shares are listed.

The term of office of a Director shall commence on the date of appointment and end upon the expiry of the term of office of the current session of the Board of Directors. If a Director is not re-elected in time after his/her term of office expires, the original Director shall still perform his/her duties as a Director in accordance with the provisions of laws, administrative regulations, departmental rules and the Articles of Association until a Director re-elected takes office.

A Director appointed by the Board of Directors to fill a casual vacancy or to increase the number of members of the Board of Directors shall hold office for a term commencing from the date of his/her appointment until the first annual general meeting after his/her appointment, and shall be eligible for re-election by then.

A Director may be concurrently held by the general manager or other senior management personnel, but the number of Directors who concurrently hold the position of general manager or other senior management and Directors who are employee representatives shall not exceed 1/2 of the total number of Directors of the Company.

The Board of Directors of the Company comprises one employee representative Director, which shall be elected by employees of the Company at a staff representative meeting or through other means of democratic election, and need not be submitted to the general meeting for consideration.

Article 100 Directors shall abide by the requirements of laws, administrative regulations and the Articles of Association, and have fiduciary duties to the Company. They shall take measures to avoid conflicts between their own interests and the interests of the Company and shall not use their power to seek improper benefits.

Directors have the following fiduciary duties to the Company:

(I) They shall not misappropriate the Company's property or misappropriate the Company's funds;

(II) They shall not deposit the Company's funds in an account opened in their own name or in the name of another individual;

(III) They shall not use their power to accept any bribe or other illegal income;

(IV) They shall not directly or indirectly enter into contracts or transactions with the Company without reporting to the Board of Directors or shareholders' meeting or approval by the Board of Directors or shareholders' meeting by resolutions in accordance with the provisions of the Articles of Association;

(V) They shall not use their position to seek business opportunities that should belong to the company as personal gain for themselves or others, except where they have already reported to the Board of Directors or general meetings and were approved by the general meetings by resolutions, or the Company is unable to take advantage of the business opportunity according to laws, administrative regulations or the Articles of Association;

(VI) They shall not operate a business for themselves or others which is of the same type as the Company's business without reporting to the Board of Directors or shareholders' meeting or approval of the shareholders' meeting by resolutions;

(VII) They shall not take the commission of transactions between other parties and the Company for personal use;

(VIII) They shall not disclose company secrets without authorization;

(IX) They shall not use its connected relationships to harm the interests of the Company;

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

Any income derived by a director in violation of this Article shall belong to the Company; and any loss caused to the Company shall be liable by the directors for compensation.

When the close relatives of the Directors and senior management, the enterprises directly or indirectly controlled by the Directors and senior management or their close relatives, and the connected persons who have other connected relationships with the Directors and senior management enter into contracts or conduct transactions with the Company, the provisions in (IV) of the second paragraph of this Article shall apply.

Article 101 Directors shall abide by laws, administrative regulations and the Articles of Association, have diligence obligations to the Company and exercise due care generally expected of managers in the best interests of the Company when performing their duties.

Directors shall have the following diligence obligations to the Company:

(I) The rights conferred by the Company shall be exercised prudently, conscientiously and diligently to ensure that the Company's business conducts comply with the requirements of national laws, administrative regulations and various national economic policies, and that its business activities do not exceed the business scope as stipulated in its business license;

(II) All shareholders shall be treated fairly;

(III) Keeping abreast of the business operation and management of the Company in a timely manner;

(IV) They shall report to the Company and sign written confirmations regularly and ensure the truthfulness, accuracy and completeness of the information disclosed by the Company;

(V) Providing relevant information and materials to the Audit Committee in a truthful manner so as not to impede the Audit Committee from performing their functions and powers;

(VI) Other duties of diligence as required by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 102 A director failing to attend the Board meetings either in person or by proxy for two times in succession, shall be deemed as incapable of performing the duties, and the Board of Directors shall propose to the general meeting to have such director replaced. Subject to the securities regulatory rules of the place where the Company's shares are listed, a director's attendance at a Board meeting via internet, video, telephone or other means with equivalent effect shall also be deemed to have been attended by the director in person.

Article 103 Directors may resign prior to the expiration of their term of office. Directors who resign shall submit a written resignation report to the Company. The resignation shall take effect on the day when the Company receives the resignation report. The Company will disclose the relevant situation within two trading days.

If the resignation of a director causes the Company's Board of Directors to fall below the legal minimum number or the resignation of an independent non-executive director results in having no accounting professionals among the independent non-executive directors, before the re-elected director takes office, the original director shall still perform his/her duties as a director in accordance with laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 104 The Company has a system in place to manage the departure of Directors, which specifies safeguard measures for pursuing and recovering liability for unfulfilled public commitments and other outstanding matters. A director shall complete all formalities for handing over to the Board of Directors when his/her resignation takes effect or when his/her term of office expires, and his/her fiduciary duty towards the Company and its shareholders shall not ipso facto be discharged upon expiration of his/her term of office and will be still in effective for a reasonable period specified by these Articles of Association. The liability that a Director bears during his/her term of office due to the performance of his/her duties shall not be waived or terminated upon leaving office. His/her obligation to keep the Company's trade secrets confidential shall remain in force upon expiration of his/her term of office until such secrets become public information. The duration of the other obligations shall be determined on an equitable basis, depending on the length of time between the event and the departure from office and the circumstances and conditions under which the relationship with the Company ends.

Article 105 The shareholders' meeting may remove any director through resolutions, which take effect on the date when the resolutions were made.

Where a Director is removed before expiration of his/her term of office without justifiable reasons, the Director may demand indemnification from the Company.

Article 106 No director shall act on behalf of the Company or the Board in his/her personal capacity without the provisions of these Articles of Association or the lawful authority of the Board of Directors. Where a director is acting in his/her personal capacity, he/she shall declare his/her position and identity in advance where a third party would reasonably believe that he/she is acting on behalf of the Company or the Board of Directors.

Article 107 Where a Director causes damages to others in the performance of his/her duties for the Company, the Company will be liable for compensation. The Director shall also be liable for compensation if he/she is found to have conducted intentional misconduct or gross negligence.

A director shall be liable for compensation as regards the damages caused to the Company if he/she violates the provisions of laws, administrative regulations, departmental rules and regulations, or these Articles of Association in the performance of his/her duties for the Company.

Article 108 The qualifications, nomination and election procedures, and powers of independent non-executive directors shall be implemented in accordance with relevant provisions of the laws, relevant requirements of the CSRC and the stock exchange where the shares are listed.

Section 2 Board of Directors

Article 109 The Company shall have a Board of Directors. The Board of Directors consists of 9 directors, including 3 independent non-executive directors and 1 employee representative Director. The Board of Directors shall have 1 chairman, who shall be elected by more than half of all Directors.

Article 110 The Board of Directors exercises the following powers:

(I) convene a shareholders' meeting and report work to the shareholders' meeting;

(II) implement the resolutions of the shareholders' meeting;

(III) determine the Company's business plan and investment plan;

(IV) formulate the Company's profit distribution plan and loss compensation plan;

(V) formulate plans for the Company to increase or reduce its registered capital, issue bonds or other securities and for the listing;

(VI) formulate plans for the Company's major acquisitions, the Company's acquisition of the Company's shares due to items (I) and (II) of Article 25 of the Articles of Association, or merger, division, dissolution and change of form of the Company;

(VII) on the premise of complying with the securities regulatory rules of the place where the Company's shares are listed, decide the Company's acquisition of the Company's shares under the circumstances stipulated in items (III), (V) and (VI) of Article 25 of the Articles of Association;

(VIII) decide that the Company will purchase or sell major assets (including but not limited to land, buildings, equipment, production lines, and equity), conduct asset pledge, external guarantee, connected transactions, external donations and other matters within the scope of authority of the shareholders' meetings, but if the cumulative amount of the Company's purchase and sale of major assets (including but not limited to land, buildings, equipment, production lines, equity) within one year exceeds 30% of the Company's latest audited total assets and the provision of external guarantee is required to be considered and approved by the shareholders' meeting in accordance with the provision of Article 46 of the Articles of Association, it must be reported to the shareholders' meeting for review;

(IX) decide on major external investments (including but not limited to the establishment of new companies or branches), but if the cumulative amount of the Company's external investments within one year (including but not limited to the establishment of new companies or branches) exceeds 30% of the Company's latest audited total assets, it must be reported to the shareholders' meeting for review;

(X) decide on major entrusted financial management, but if the cumulative amount of the Company's entrusted financial management within one year exceeds 30% of the Company's latest audited total assets, it must be reported to the shareholders' meeting for review;

(XI) decide on the establishment of the Company's internal management agencies and branches;

(XII) decide on the appointment or dismissal of the Company's general manager, secretary to the Board of Directors and other senior management personnel, and determine their remuneration, rewards and punishments; decide on the appointment or dismissal of the Company's deputy general manager, financial controller and other senior management personnel based on the nomination of the general manager and decide on their remuneration and rewards and punishments;

(XIII) formulate and modify the Company's basic management system;

(XIV) formulate a plan to amend the Articles of Association;

(XV) manage the Company's information disclosure matters;

(XVI) propose to the shareholders' meeting to hire or change the accounting firm to audit the Company;

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

(XVIII) laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, provisions of these Articles of Association or other powers granted by the shareholders' meeting.

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

Article 111 The Board of Directors shall give explanations to the general meeting in respect of audit reports with the qualified audit opinions issued by certified public accountants in respect of financial reports of the Company.

Article 112 The Board of Directors shall formulate the rules of procedures of meetings of the Board of Directors to ensure the implementation of the resolutions of the general meetings, thereby enhancing efficiency and ensuring scientific decision-making.

The rules of procedures shall be appended to these Articles of Association and shall be formulated by the Board of Directors and approved at the general meetings.

Article 113 The Board of Directors shall establish strict review and decision-making procedures by setting the scope of authority for conducting external investment, purchase and sale of assets, asset pledge, external guarantee, entrusted wealth management, connected transactions and external donations, etc. Material investment projects shall be examined by relevant experts and professionals as arranged by the Board of Directors, and shall be submitted to the general meeting for approval.

Article 114 The chairman of the Board of Directors exercises the following powers:

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

(II) supervise and inspect the implementation of board resolutions;

(III) sign Board documents and other documents that shall be signed by the Company's legal representative;

(IV) exercise the powers of the legal representative;

(V) in the event of force majeure emergencies such as severe natural disasters, exercise special power to handle affairs of the Company in compliance with legal provisions and the interests of the company, and report to the Company's directors and shareholders afterwards;

(VI) other powers granted by the Board of Directors.

Article 115 If the chairman of the Board of Directors is unable or fails to perform his/her duties, more than half of the directors shall jointly elect a director to perform such duties.

Article 116 Board meetings are divided into regular meetings and ad hoc meetings. The Board of Directors holds at least four meetings each year, approximately once every quarter, convened by the chairman of the Board. Regular meetings of the Board of Directors shall be notified in writing to all directors 14 days prior to the meeting. It is expected that the majority of the directors entitled to attend each regular Board meeting will attend the meeting in person or actively participate through electronic communication means. Regular board meetings do not include obtaining board approval by circulating written resolutions. The chairman shall hold at least one meeting annually with the independent non-executive directors without the presence of other directors.

Article 117 Shareholders representing more than 1/10 of the voting rights, more than 1/3 of the directors or the Audit Committee may propose to convene an extraordinary meeting of the Board of Directors. The chairman of the Board of Directors shall convene and preside over a board meeting within 10 days after receiving the proposal.

Article 118 The methods of notification for the extraordinary Board meeting of the Board of Directors are: telephone notification and/or written notification (including personal delivery, mail, fax, and email). The notification time limit is: to notify all directors 3 days prior to the meeting. In the event of emergency, with the unanimous consent of all directors, the convening of an extraordinary Board meeting may not be subject to the aforementioned notification time limit, but this shall be recorded in the board minutes and signed by all participating directors.

The first meeting after the re-election of the Board of Directors may be held on the day of re-election, and the time of the meeting is not restricted by the above-mentioned notification method and notification time.

Article 119 A notice of a meeting of the Board of Directors shall include the following particulars:

(I) the date and venue of the meeting;

(II) the duration of the meeting;

(III) the reasons for holding the meeting and the topics to be discussed thereat;

(IV) the date of issuance of the notice.

Article 120 Board meetings shall be attended by more than half of the directors. Resolutions made by the Board of Directors shall be approved by more than half of all directors, unless otherwise provided by laws, administrative regulations and these Articles of Association.

Voting on resolutions of the Board of Directors is based on one person, one vote.

Article 121 If Directors are related to the corporates or individuals involved in the matters resolved at the Board meeting, such Directors shall promptly report in writing to the Board of Directors. The Directors with connected relationship may not exercise voting rights on the resolution, nor may they exercise voting rights on behalf of other directors. The Board meeting may be held if more than half of the unrelated directors are present, and resolutions made at

the Board meeting shall be passed by more than half of the unrelated directors. If the number of unrelated directors present at the meeting of the Board of Directors is less than 3, the matter shall be submitted to the shareholders' meeting for review. If laws, regulations and the securities regulatory rules of the place where the Company's shares are listed have any additional restrictions on directors' participation in board meetings and voting, those provisions shall prevail.

Article 122 The vote on Board resolutions shall be taken by way of registered poll, unless required by laws, regulations and the securities regulatory rules of the place where the Company's shares are listed and these Article of Association.

As long as all directors can fully express their opinions, a Board meeting may be held by way of electronic communication (including but not limited to telephone, video, and facsimile), and resolutions passed shall be signed by all participating directors.

Article 123 Board meetings shall be attended by the director in person; if a director is unable to attend for any reason, he/she may authorize another director in writing to attend on his/her behalf. The letter of authorization shall state the name of the agent, matters of agency, scope of authorization and validity period, and shall be signed or stamped by the principal; Directors who attend meetings on their behalf shall exercise the rights of directors within the scope of authorization. If a director fails to attend a Board meeting or appoint a representative to attend, he/she shall be deemed to have given up his/her right to vote at the meeting.

Article 124 The Board of Directors shall keep minutes of its decisions on the matters considered at its meetings, which shall be signed by the directors present at the meeting.

The minutes of Board meetings shall be kept and filed by the Company for not less than 10 years.

Article 125 The minutes of Board meetings shall consist of the following:

(I) the date and venue for the convention of meeting and name of person summoning the meeting;

(II) the name of the director present and name of director (proxy) being appointed to attend on the other's behalf;

(III) the agenda;

(IV) the main point of director's speech;

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

Section 3 Independent Directors

Article 126 The Company shall have independent Directors. Unless otherwise required in this section, the provisions regarding the qualifications and obligations of the Directors in the Articles of Association are also applicable to the independent Directors. Independent Directors shall conscientiously perform their duties in accordance with the provisions of laws, administrative regulations, securities regulatory rules of the CSRC and the place where the Company's shares are listed, as well as the Articles of Association, play a role in participating in decision-making, supervising and balancing, and providing professional advice in the Board of Directors, safeguard the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders.

Article 127 The qualification, nomination and election procedures, function and power and other relevant matters of independent Directors shall be implemented in accordance with the relevant provisions of laws, administrative regulations, the CSRC and the Hong Kong Stock Exchange.

Section 4 Special Committees under the Board of Directors

Article 128 The Board of Directors of the Company shall establish an Audit Committee to exercise the functions and powers of the supervisory committee as required by the Company Law.

Article 129 The Audit Committee comprises three members, which shall be directors who are not senior management of the Company. Among which, two members shall be independent Directors, and the accounting professionals among such independent Directors shall serve as the convener. If the securities regulatory rules of the place where the Company's shares are listed provide otherwise with additional requirements, such provisions shall prevail.

Article 130 The Audit Committee is responsible for reviewing the financial information of the Company and its disclosure, supervising and evaluating internal and external audit work and internal control. The following matters shall be submitted to the Board of Directors for consideration after being approved by more than half of all members of the Audit Committee:

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

(II) Hiring or dismissing the accounting firm engaged to carry out the audit of the listed company;

(III) Appointment or dismissal of the Company's financial controller;

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

(V) Other matters provided for by laws, administrative regulations, provisions of the CSRC, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 131 The Audit Committee shall hold at least one meeting each quarter. An extraordinary meeting may be held when it is proposed by two or more members, or when it is deemed necessary by the convener. Meeting of the Audit Committee shall be held only if more than two-thirds of the members are present.

The resolutions made by the Audit Committee shall be passed by more than half of the members of the Audit Committee.

Voting on the resolutions of Audit Committee shall be one person, one vote.

Minutes shall be prepared for the resolutions of the Audit Committee as required and shall be signed by the members of the Audit Committee present at the meetings.

The Board of Directors shall be responsible for formulating work procedures for the Audit Committee.

Article 132 The Board of Directors of the Company has established the Nomination Committee, the Remuneration Committee and other special committees to perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors, and the proposals of the special committees shall be submitted to the Board of Directors for review and decision. The Board of Directors is responsible for formulating work procedures for special committees. The composition of members of the special committees shall be in compliance with laws, administrative regulations, departmental rules, the Hong Kong Stock Exchange Listing Rules and other securities regulatory rules of the place where the Company's shares are listed or the relevant requirements as stipulated by the relevant regulatory authorities.

More than half of the members of the Nomination Committee and Remuneration Committee shall be independent directors and the same shall serve as conveners. Where it is otherwise provided under the Hong Kong Stock Exchange Listing Rules and other securities regulatory rules of the place where the Company's shares are listed or by the relevant regulatory authorities, such provisions shall prevail.

Article 133 The Nomination Committee is responsible for formulating the criteria and procedures for selection of Directors and senior management, selecting and reviewing the candidates for Directors and senior management and their qualifications, and making recommendations to the Board of Directors on the following matters:

(I) Nomination or appointment and removal of Directors;

(II) Appointment or dismissal of senior management;

(III) Other matters as stipulated by laws, administrative regulations, regulations of the CSRC, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

If the Board of Directors does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for its non-adoption in a resolution of the Board of Directors and disclose the same.

Article 134 The Remuneration Committee is responsible for the formulation of standards for appraising and conducting evaluation of Directors and senior management, and the formulation and review of the remuneration decision mechanisms, decision-making processes, payment and cessation of payment recovery arrangements, and other remuneration policies and plans for Directors and senior management, and making recommendations to the Board of Directors on the following matters:

(I) the remuneration of Directors and senior management;

(II) the formulation or amendment of equity incentive schemes and employee stock ownership plans, and the granting of rights to incentive recipients and the achievement of conditions for the exercise of such rights by incentive recipients;

(III) the arrangement of stock ownership plans for Directors and senior management in the event of a proposed spin-off of a subsidiary;

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

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

CHAPTER VI GENERAL MANAGER AND OTHER SENIOR MANAGEMENT OFFICERS

Article 135 The Company has a general manager, who is appointed or dismissed by the Board of Directors.

The Company has 1 financial controller, 1 secretary to the Board of Directors and 2 deputy general managers, who are appointed or dismissed by the Board of Directors upon recommendation by the general manager.

The Company's general manager, financial controller, secretary to the Board of Directors, deputy general managers and other senior management recognized by the Company's Board of Directors are the Company's senior management. Directors may be employed concurrently as general managers, financial controllers or other senior management personnel.

Article 136 The circumstances under which a person may not serve as a director and the provisions concerning the management system for resignations as mentioned in the Articles of Association shall also apply to senior management.

The directors' duty of loyalty and the directors' duties of diligence as mentioned in the Articles of Association shall also apply to senior management.

Article 137 Any person who takes administrative position other than a director or supervisor in the controlling shareholder of the Company shall not act as senior management of the Company. The Company's senior management are only paid by the Company and are not paid by the controlling shareholder on behalf of the Company.

Article 138 The general manager and other senior management are elected for a term of three years, and may be re-appointed.

Article 139 The general manager is responsible to the Board of Directors and exercises the following powers:

(I) preside over the Company's production, operation and management work, organize the implementation of Board resolutions, and report work to the Board of Directors;

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

(III) formulate a plan for the establishment of the Company's internal management organization;

(IV) formulate the Company's basic management system;

(V) formulate specific regulations of the Company;

(VI) request the Board of Directors to appoint or dismiss the Company's deputy general manager and financial controller;

(VII) decide on the appointment or dismissal of management personnel other than those who shall be appointed or dismissed by the Board of Directors;

(VIII) approval of transactions and connected transactions other than those required to be reviewed and approved by the general meeting and the Board of Directors, but if laws, regulations and regulatory authorities have relevant provisions, such provisions shall prevail;

(IX) other powers stipulated in the general manager's work rules;

(X) other powers granted by the Articles of Association or the Board of Directors.

The general manager attends Board meetings.

Article 140 The general manager shall formulate the working rules of the general manager and submit them to the Board of Directors for approval before implementation.

Article 141 The working rules of the general manager shall include the following:

(I) the conditions and procedures for convening, and participants of the general manager meetings;

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

(III) the use of funds and assets of the Company, the authority to enter into material contracts and the systems for reporting to the Board of Directors;

(IV) other matters deemed necessary by the Board of Directors.

Article 142 The general manager may resign prior to the expiry of his/her term of office. The resignation of the general manager shall be dealt with in accordance with the service contract entered into between the general manager and the Company.

Article 143 The deputy general manager and chief financial officer of the Company shall be appointed or dismissed by the Board of Directors upon nomination by the general manager.

Article 144 The Company shall have a secretary to the Board of Directors, who is responsible for preparing for the general meeting and the Board meetings, keeping documents and shareholders' materials and handling matters relating to information disclosure, etc.

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

Article 145 Where a member of senior management causes damage to others in executing his/her office in the Company, the Company shall be liable for compensation. Where a member of senior management acts with intent or gross negligence, he/she shall also bear the liability for compensation.

Where a member of senior management violates any laws, administrative regulations, departmental rules or the Articles of Association in executing his/her office in the Company, causing losses to the Company, he/she shall be liable for compensation.

Article 146 Senior management members of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. Where a member of senior management fails to perform his/her duties faithfully or violates the fiduciary duty, causing damage to the interests of the Company and the public shareholders, he/she shall be liable for compensation in accordance with law.

CHAPTER VII FINANCIAL ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Section 1 Financial Accounting System

Article 147 The Company formulates its financial accounting system in accordance with laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed and regulations of relevant national departments.

The Company shall prepare annual financial accounting reports within four months from the end of each fiscal year and interim financial accounting reports within two months from the end of the first six months of each fiscal year.

The aforesaid periodic reports shall be prepared in accordance with the relevant laws, administrative regulations and the provisions of the stock exchange at the listing place.

Article 148 In addition to the statutory accounting books, the Company will not maintain separate accounting books. The Company's funds are not stored in accounts opened in any individual's name.

Article 149 When the Company distributes after-tax profits for the year, it shall withdraw 10% of the profits and include them in the Company's statutory reserve fund. If the cumulative amount of the Company's statutory reserve fund is more than 50% of the Company's registered capital, no further withdrawals may be made.

If the Company's statutory reserve fund is insufficient to make up for losses in previous years, it shall first utilize the current year's profits to make up for the losses before withdrawing the statutory reserve fund in accordance with the provisions of the preceding paragraph.

After the Company withdraws the statutory reserve fund from the after-tax profits, it can also withdraw the discretionary reserve fund from the after-tax profits upon resolution of the shareholders' meeting.

The remaining after-tax profits after the Company has made up for its losses and withdrawn the reserve fund shall be distributed according to the proportion of shares held by shareholders, unless the Articles of Association stipulated that distribution is not based on the proportion of shareholdings.

If the shareholders' meeting violates the provisions of the Company Law and distributes profits to shareholders, shareholders shall return the profits distributed in violation of the regulations to the Company; if losses are caused to the Company, the shareholders and the responsible Directors and senior management shall be liable for compensation.

The Company's shares held by the Company will not participate in the distribution of profits.

The Company shall appoint one or more collection agents in Hong Kong for H shareholders. The collection agent shall collect and keep the dividends distributed by the Company in respect of H Shares and other amounts payable on behalf of the relevant H shareholders, to make payments to such H shareholders. The collection agent appointed by the Company shall comply with the requirements of laws, regulations and the securities regulatory rules of the place where the Company's shares are listed.

Article 150 The Company's reserve fund is used to make up for the Company's losses, expand the Company's production and operations, or increase the Company's registered capital.

When the reserve fund is used to make up for the Company's losses, the discretionary reserve fund and the statutory reserve fund should be utilized first; if it still fails to be made up, the capital reserve fund may be used in accordance with regulations.

When the statutory reserve fund is converted to increase the registered capital, the remaining reserve fund will not be less than 25% of the Company's registered capital prior to the conversion.

Section 2 Internal Audit

Article 151 The Company implements an internal audit system, which specifies the leadership system, responsibilities and authorities, personnel allocation, funding support, application of audit results and accountability for internal audit work.

Article 152 The internal audit institution shall be accountable to the Board of Directors.

The internal audit institution shall accept the supervision and guidance from the Audit Committee in the course of supervising and inspecting the business activities, risk management, internal control and financial information of the Company. If the internal audit institution discovers relevant major issues or clues, it shall report directly to the Audit Committee immediately.

Article 153 The internal audit institution is responsible for the specific organization and implementation of the internal control evaluation of the Company. The Company issues the annual internal control evaluation report based on the evaluation report and relevant materials issued by the internal audit institution upon reviewed by the Audit Committee.

Article 154 When the Audit Committee communicates with external audit firms such as accounting firms and national audit agency, the internal audit institution shall actively cooperate and provide necessary support and collaboration.

Article 155 The Audit Committee participates in the evaluation of the person in charge of internal audit.

Section 3 Appointment of Accounting Firm

Article 156 The Company engages an accounting firm that complies with the provisions of the Securities Law to conduct accounting statement audits, net asset verification and other related consulting services. The appointment period is one year and can be renewed by a special resolution of the shareholders' meeting.

Article 157 The Company's appointment and dismissal of an accounting firm shall be decided on the shareholders' meeting, and the Board of Directors may not appoint an accounting firm before a decision is made on the shareholders' meeting.

Article 158 The Company guarantees to provide true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information to the accounting firm engaged, and shall not refuse, conceal or make false statements.

Article 159 The audit fees of an accounting firm are determined on the shareholders' meeting.

Article 160 When the Company dismisses or no longer re-appoints the accounting firm, it must notify the accounting firm in advance. When the Company's shareholders vote on the dismissal of the accounting firm, the accounting firm is allowed to state its opinions.

If an accounting firm proposes to resign, it shall explain to the shareholders' meeting whether there is any misconduct in the Company.

CHAPTER VIII NOTICE AND ANNOUNCEMENT

Section 1 Notice

Article 161 A notice of the Company shall be sent by the following means, subject to laws, regulations, rules and relevant regulations of the stock exchange of the place where the Company's shares are listed:

(I) by hand;

(II) by e-mail or facsimile;

(III) by announcement;

(IV) by posting on the websites designated by the Company and the Hong Kong Stock Exchange subject to the laws, administrative regulations and the listing rules of the stock exchange of the place where the Company's shares are listed;

(V) by any other means as agreed by the Company and/or the recipient or as accepted by the recipient after the notice is received;

(VI) by any other means as approved by the relevant regulatory authorities of the place where the Company's shares are listed or as specified in the Articles of Association.

Article 162 Where a notice is issued by the Company by announcement, it shall be deemed as having been received by all relevant persons once it is announced.

Unless the context otherwise specifies, the "notices" referred to in the Articles of Association shall mean, in respect to announcements made to holders of H Shares or the announcements to be published in Hong Kong as required by the relevant provisions and the Articles of Association, such announcement shall be published on the website of the Company, the website of the Hong Kong Stock Exchange and such other websites as may be required under the Hong Kong Stock Exchange Listing Rules from time to time in accordance with the requirements of the Hong Kong Stock Exchange Listing Rules.

In relation to the requirements of the listing rules of the place where the shares are listed for the manner of issuance and/or distribution of corporate communications to holders of H Shares, subject to the relevant listing rules of the place where the Company's shares are listed, the Company may issue or provide corporate communications to holders of H Shares by electronic means or on the websites of the Company and by publishing the information on the website of the stock exchange of the place where the shares are listed in lieu of issuing or providing the corporate communications by hand or by prepaid mail to holders of H Shares.

Unless otherwise provided in the Articles of Association, for notices issued by the Company to holders of H Shares by way of announcement, the Company shall on the same day submit its electronic version available for real-time publication to the Hong Kong Stock Exchange through the e-submission system of the Hong Kong Stock Exchange for release on the website of the Hong Kong Stock Exchange in accordance with the Hong Kong Stock Exchange Listing Rules, or publish an announcement in newspapers (including the publication of an advertisement in newspapers) in accordance with the requirement of the Hong Kong Stock Exchange Listing Rules. The announcement shall at the same time also be published on the Company's website.

In addition, unless otherwise required in the Articles of Association, the notice shall be delivered to each of the registered addresses as set forth in the register of holders of overseas-listed shares by hand or prepaid mail, so as to give the shareholders sufficient notice and time to exercise their rights or act in accordance with the terms of the notice.

The Company's holders of H Shares can, in writing, select to receive corporate communication by electronic means or by mail that the Company shall send to shareholders, and they can also select to receive Chinese or English version only, or both. Shareholders can give written notice in advance to the Company within a reasonable time to revise the receiving method and language version of the foregoing information under appropriate procedures.

Notwithstanding the aforesaid provision which specifies providing and/or dispatching written corporate communication to shareholders, as for the means by which the Company provides and/or dispatches its corporate communication to shareholders according to the Hong Kong Stock Exchange Listing Rules, if the Company has obtained shareholders' prior written consent or deemed consent according to the relevant laws and regulations and the Hong Kong Stock Exchange Listing Rules as amended from time to time, the Company may dispatch or provide its corporate communication to its shareholders by electronic means or by publishing information on its website. Corporate communication includes, but is not limited to circulars, annual reports, interim reports, quarterly reports, notices of the general meetings, and other types of corporate communication as specified in the Hong Kong Stock Exchange Listing Rules.

Article 163 Notice of the shareholders' meeting to be convened by the Company shall be given by announcement according to the names (or names of entities) and addresses as recorded in the register of shareholders, or delivered by hand or by express mail, or by facsimile, e-mail or other means. If there are specific provisions in the regulatory rules of the place where the shares of the Company are listed, such provisions shall prevail.

Article 164 Notices of Board meetings convened by the Company shall be delivered by hand or by express mail, or by e-mail, facsimile, telephone, text message or other effective means.

Article 165 For a notice of the Company delivered by hand, the notice shall be deemed to be received upon signing (or affixing the seal) by the recipient on the note of receipt and the receipt date shall be the date of serving. If the notice is delivered by express mail, it shall be deemed to have been received on the third business day from the date the delivery is made to the recipient. If the notice is delivered by way of e-mail, it shall be deemed to have been received on the second business date from the date the email reaches the recipient's information system. If the notice is delivered by facsimile, it shall be deemed to have been received on the second business date from the date the facsimile reaches the recipient's information system.

Article 166 Where a notice of a meeting is not issued to a person entitled to the notice or such a person fails to receive the notice for any accidental omission, the validity of the meeting and the resolutions of the meeting shall not be affected.

Section 2 Announcement

Article 167 The Company shall designate the Hong Kong Stock Exchange's HKExnews website (www.hkexnews.hk) and the Company's official website as the media for publishing the Company's announcements and other information required to be disclosed. The Board of Directors shall have the right to decide to adjust the designated media for information disclosure of the Company, but should ensure that the designated media for information disclosure meets the relevant laws and regulations of Mainland China and Hong Kong, as well as the qualifications and conditions stipulated by the securities regulatory authority of the State Council, overseas regulatory authorities and the stock exchange of the place where the Company's shares are listed.

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

Section 1 Merger, Division, Capital Increase and Capital Reduction

Article 168 Company mergers may take the form of mergers by absorption or mergers by new establishment.

When a company absorbs other companies, it is called a merger, and the absorbed company is dissolved. The merger of two or more companies to establish a new company is a new merger, and the merging parties are dissolved.

Article 169 If the price paid for the merger of the Company does not exceed 10% of the net assets of the Company, it may not be subject to a resolution of the shareholders' meeting, unless otherwise provided in the Articles of Association and the listing rules of the place where the Company's shares are listed.

Where the merger of the Company pursuant to the preceding paragraph is not subject to a resolution of the shareholders' meeting, it shall be subject to a resolution of the Board of Directors.

Article 170 If the Company merges, the merging parties shall sign a merger agreement and prepare a balance sheet and property list. The Company shall notify creditors within 10 days from the date of making the merger resolution, and shall make an announcement within 30 days in newspapers, the National Enterprise Credit Information Publicity System, the Hong Kong Stock Exchange's HKExnews website (www.hkexnews.hk) and the Company's official website.

Creditors may require the Company to pay off debts or provide corresponding guarantees within 30 days from the date of receipt of the notice, or within 45 days from the date of announcement if no notice is received.

Article 171 If the Company merges, the claims and debts of the merging parties shall be inherited by the continuing company or the newly established company after the merger.

Article 172 If the Company is divided, its property will be divided accordingly.

If the Company is divided, a balance sheet and property list shall be prepared. The Company shall notify its creditors within 10 days from the date of making the separation resolution, and shall make an announcement within 30 days in newspapers, the National Enterprise Credit Information Publicity System, the Hong Kong Stock Exchange's HKExnews website (www.hkexnews.hk) and the Company's official website.

Article 173 The debts incurred before the Company is divided shall be jointly and severally liable by the Company after the division. However, this shall not be the case unless otherwise agreed upon in a written agreement between the Company and its creditors regarding debt settlement before the division.

Article 174 If the Company needs to reduce its registered capital, it must prepare a balance sheet and property list.

The Company shall notify creditors within 10 days from the date of making the resolution to reduce the registered capital, and shall make an announcement within 30 days in newspapers, the National Enterprise Credit Information Publicity System, the Hong Kong Stock Exchange's HKExnews website (www.hkexnews.hk) and the Company's official website. Creditors have the right to require the Company to pay off debts or provide corresponding guarantees within 30 days from the date of receipt of the notice, or within 45 days from the date of announcement if no notice is received.

Where the Company reduces its registered capital, the amount of capital contribution or shares shall be reduced correspondingly in proportion to the shares held by its shareholders, unless otherwise provided by law or the Articles of Association.

Article 175 If the Company still has losses after making up for its losses in accordance with the provisions of paragraph 2 of Article 149 of the Articles of Association, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Company shall not distribute to shareholders, nor may it exempt shareholders from their obligation to pay capital contributions or share payments.

If the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of Article 174 of the Articles of Association shall not apply, but announcements shall be made on the Hong Kong Stock Exchange's HKExnews website (www.hkexnews.hk) in accordance with the securities regulatory rules of the place where the Company's shares are listed, as well as in newspapers (or the National Enterprise Credit Information Publicity System) within 30 days from the date when the shareholders' meeting makes 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 fund and discretionary reserve fund reaches 50% of the Company's registered capital.

Article 176 Where the registered capital is reduced in violation of the Company Law or other relevant provisions, shareholders shall return funds received and the original state shall be restored if capital contributions from shareholders are reduced or exempted; if losses are caused to the Company, the shareholders and the responsible Directors and senior management shall be liable for compensation.

Article 177 When the Company issues new shares for increasing its registered capital, shareholders shall have no pre-emptive rights, unless otherwise provided in the Articles of Association or where the resolution of shareholders' meeting decides that shareholders are entitled to pre-emptive rights.

Article 178 If the Company is merged or divided and the registered items are changed, the registration of the change shall be carried out with the Company registration authority in accordance with the law; if the Company is dissolved, the registration of the cancellation of the Company shall be carried out in accordance with the law; if a new company is established, the registration of the establishment of such company shall be carried out in accordance with the law.

If the Company increases or decreases its registered capital, it shall apply for a registration of the change with the Company registration authority in accordance with the law.

Section 2 Dissolution and Liquidation

Article 179 The Company will be dissolved for the following reasons:

(I) The business period stipulated in the Articles of Association expires or other reasons for dissolution stipulated in the Articles of Association occur;

(II) The shareholders' meeting makes a special resolution to dissolve;

(III) Dissolution is required due to company merger or division;

(IV) The business license has been revoked, it is ordered to close, or revoked in accordance with the law;

(V) If the Company encounters serious difficulties in its operation and management, and its continued existence will cause heavy losses to the interests of shareholders, and cannot be solved through other means, shareholders holding more than 10% of the voting rights of the Company may request the People's Court to dissolve the Company.

If the Company encounters the above-mentioned reasons for dissolution, it shall publicize the reasons for dissolution through the National Enterprise Credit Information Publicity System within ten days.

Article 180 Where the circumstances described in item (I) of Article 179 of the Articles of Association apply to the Company, the Company may amend its Articles of Association to continue its existence.

Any amendment made to the Articles of Association pursuant to the preceding paragraph or by resolution of the shareholders' meeting shall be adopted by no less than two-thirds of all voting shareholders in attendance at the relevant shareholders' meeting.

Article 181 Where the Company is to be dissolved pursuant to items (I), (II), (IV) and (V) in Article 179 of the Articles of Association, it shall be liquidated. A liquidation committee shall be established within 15 days from the date when the event of dissolution occurs with the Board of Directors as the liquidation obligor of the Company.

The liquidation committee shall be composed of directors except where otherwise provided in the Articles of Association or the shareholders' meeting resolves to elect other persons.

If the liquidation obligor fails to perform its liquidation obligations in a timely manner and causes losses to the Company or its creditors, it shall be liable for compensation.

Article 182 The liquidation committee shall exercise the following powers during the liquidation period:

(I) Clean up the Company's properties and prepare a balance sheet and property list respectively;

(II) Notify and announce creditors;

(III) Handle the Company's uncompleted businesses related to liquidation;

(IV) Pay the taxes owed and the taxes incurred during the liquidation process;

(V) Clear claims and debts;

(VI) Distribute the Company's remaining property after paying off its debts;

(VII) Participate in civil litigation activities on behalf of the Company.

Article 183 The liquidation committee shall notify creditors within 10 days from the date of establishment, and shall publish an announcement in newspapers, the National Enterprise Credit Information Publicity System and the Hong Kong Stock Exchange's HKExnews website (www.hkexnews.hk) within 60 days. Creditors shall declare their claims to the liquidation committee within 30 days from the date of receipt of the notice, or within 45 days from the date of announcement if the notice is not received.

When a creditor declares a creditor's right, he shall explain the relevant matters of the creditor's right and provide supporting materials. The liquidation committee shall register the claims.

During the period of reporting claims, the liquidation committee shall not make settlements with creditors.

Article 184 After cleaning up the Company's assets and preparing a balance sheet and property list, the liquidation committee shall formulate a liquidation plan and submit it to the shareholders' meeting or the People's court for confirmation.

The Company's property is the remaining property after paying liquidation expenses, employees' wages, social insurance fees and statutory compensation, paying taxes owed, and settling the Company's debts respectively, and the Company distributes the remaining property according to the proportion of shares held by shareholders.

During the liquidation period, the Company continues to exist, but it cannot carry out business activities unrelated to the liquidation.

The Company's property will not be distributed to shareholders before it is settled in accordance with the provisions of the preceding paragraph.

Article 185 After clearing the Company's property and preparing a balance sheet and property list, if the liquidation committee finds that the Company's property is insufficient to pay off its debts, it shall apply to the People's Court for declaration of bankruptcy in accordance with the law.

After the Company is declared bankrupt by the People's Court, the liquidation committee shall transfer the liquidation matters to the People's Court.

Article 186 After the Company's liquidation is completed, the liquidation committee shall prepare a liquidation report, submit it to the shareholders' meeting or the People's court for confirmation, and submit it to the Company registration authority to apply for cancellation of the Company registration.

Article 187 Members of the liquidation committee shall discharge their duties honestly and carry out liquidation obligations according to the law.

Members of the liquidation committee shall not accept bribes or other unlawful income by abusing their powers, and shall not misappropriate the Company's assets.

A member of the liquidation committee is liable to indemnify the Company and its creditors in respect of any loss arising from his intentional or gross negligence.

Article 188 Where the Company is declared bankrupt according to law, bankruptcy liquidation shall be conducted in accordance with the law on enterprise bankruptcy.

CHAPTER X AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 189 Under any of the following circumstances, the Company shall amend the Articles of Association:

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

(II) The Company's situation changes and is inconsistent with the matters recorded in the Articles of Association;

(III) The shareholders' meeting makes a special resolution to amend the Articles of Association.

Article 190 If the amendments to the Articles of Association passed by the resolution of the shareholders' meeting should be reviewed and approved by the competent authority, they must be reported to the competent authority for approval; if such amendments involve Company registration matters, the registration of the amendments shall be handled in accordance with the law.

Article 191 The Board of Directors shall modify the Articles of Association in accordance with the resolution of the general meeting on modifying the Articles of Association and the approval opinions of relevant competent authorities.

Article 192 Matters concerning the amendment to the Articles of Association which are information required to be disclosed by applicable laws and regulations or the securities regulatory rules of the place where the Company's shares are listed shall be announced as required.

CHAPTER XI SUPPLEMENTARY PROVISIONS

Article 193 Definitions

(I) "Controlling shareholder" has the meaning ascribed to it under the applicable laws and regulations and the securities regulatory rules of the place where the shares of the Company are listed.

(II) "De facto controller" refers to a natural person, legal person or other organization who is able to actually govern the behavior of the Company through investment relations, agreements or other arrangements.

(III) "Connected" has the same meaning ascribed to it under the Hong Kong Stock Exchange Listing Rules.

Article 194 The Board of Directors 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 195 The Articles of Association are written in Chinese. In case of any inconsistency between the Articles of Association and those in any other languages or of different versions, the latest Chinese version of the Articles of Association registered with the Administration for Market Regulation of Suzhou Municipality shall prevail.

Article 196 For the purpose of the Articles of Association, the terms "not less than", "within" are all inclusive terms, while "over", "beyond", "below", "more than" and "exceeding" are exclusive terms.

Article 197 In the event of any conflict between the Articles of Association and the laws, administrative regulations and other relevant regulatory documents promulgated from time to time and the listing rules of the place where the Company's shares are listed, the laws, administrative regulations, other relevant regulatory documents and the listing rules of the place where the Company's shares are listed shall prevail.

Article 198 The power of interpretation of the Articles of Association shall be vested in the Board of Directors of the Company.

Article 199 The rules of procedures for the shareholders' general meetings and Board meetings are enclosed with the Articles of Association as appendices.

Article 200 The Articles of Association, upon consideration and approval at the shareholders' meeting, became effective and came into effect on the date on which the issuance of H Shares by the Company was filed with the CSRC and listed for trading on the Hong Kong Stock Exchange.

InnoScience (Suzhou) Technology Holding Co., Ltd.
September 2026