

RoboTechnik Intelligent Technology Co., Ltd.
TERMS OF REFERENCE FOR THE AUDIT COMMITTEE OF
THE BOARD OF DIRECTORS

CHAPTER I GENERAL PROVISIONS

Article 1 To strengthen the decision-making function of the Board of Directors of RoboTechnik Intelligent Technology Co., Ltd. (the “**Company**”), conduct pre-audits and professional audits, ensure the Board’s effective supervision over the management, and improve the corporate governance structure, in accordance with laws, regulations, rules and normative documents including The Company Law of the People’s Republic of China, The Securities Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Rules for Listing Stocks on the ChiNext Market of the Shenzhen Stock Exchange, the Shenzhen Stock Exchange Listed Companies Self-Regulatory Guidelines No. 2 – Standardized Operation of Companies Listed on the ChiNext Market, the Administrative Measures for Independent Directors of Listed Companies, the Guidelines for the Work of Audit Committees of Listed Companies, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”, where The Stock Exchange of Hong Kong Limited is the “**Hong Kong Stock Exchange**”), as well as the relevant provisions of the Articles of Association of RoboTechnik Intelligent Technology Co., Ltd. (the “**Articles of Association**”), the Company’s Board of Directors has established an Audit Committee and formulated these terms of reference.

Article 2 The Audit Committee is a specialized working organization under the Company’s Board of Directors, primarily responsible for the communication, supervision, and verification of the Company’s internal and external audits, and it reports its work to and is accountable to the Board of Directors.

Article 3 The Company’s Securities Department is responsible for the daily work liaison and meeting organization of the Audit Committee. The Company’s Internal Audit Department serves as the daily administrative office of the Audit Committee and the internal audit department of the Company, and is responsible for all preparatory work prior to the Audit Committee’s decisions.

CHAPTER II COMPOSITION

Article 4 The Audit Committee shall be composed of three members, who shall be Directors not holding senior management positions in the Company, two of whom shall be independent Directors, and at least one independent Director shall be an accounting professional with professional qualifications that meet the requirements of the securities regulatory rules of the place where the Company’s shares are listed, and the convener shall be an independent Director who is an accounting professional.

Article 5 Members of the Audit Committee shall be nominated by the Chairman of the Board, one-half or more of the independent Directors or one-third of all Directors, and shall be elected by the Board of Directors.

A former partner of the external audit firm responsible for auditing the Company's accounts shall not serve as a member of the Audit Committee for a period of two years from the later of the following dates:

- (i) the date on which he/she ceased to be a partner of that external audit firm;
- (ii) the date on which he/she ceased to have a financial interest in the external audit firm.

Article 6 The term of office of the Audit Committee shall be the same as that of the Board of Directors. Upon expiry of their term, members are eligible for re-election. Before the term of office of a member of the Audit Committee expires, he/she shall not be removed from office without cause, unless there are circumstances stipulated in The Company Law of the People's Republic of China, the Articles of Association, the Hong Kong Listing Rules or these terms of reference that disqualify him/her from holding the office.

Article 7 If a member of the Audit Committee ceases to serve as a Director of the Company during his/her term of office, he/she shall automatically cease to be a member of the Committee.

Members of the Audit Committee may resign before the expiration of their term of office, and their resignation shall be submitted to the Board of Directors in the form of a written resignation report.

Article 8 If the number of members of the Audit Committee falls below the quorum due to resignation, removal or other reasons, or if there is a lack of an accounting professional, the Company's Board of Directors shall appoint new members as soon as possible. Before the number of members of the Audit Committee reaches the quorum requirement, the Audit Committee shall suspend the exercise of the powers and responsibilities stipulated in these terms of reference.

Article 9 The Audit Committee shall have one Chairperson (Convener), who shall be an independent Director from among the members and an accounting professional, and shall be elected by the Board of Directors.

The Chairperson shall preside over the Committee, and convene and preside over its meetings. When the Chairperson is unable to perform his/her duties, he/she shall designate an independent Director member to perform such duties on his/her behalf; When the Chairperson neither performs his/her duties nor designates another member to act on his/her behalf, any member may report the matter to the Company's Board of Directors, and the Chairman of the Board shall designate an independent Director member to perform the Chairperson's duties.

CHAPTER III DUTIES AND POWERS

Article 10 The main duties and powers of the Audit Committee include:

- (i) supervising and evaluating the external audit firm, and proposing its appointment or replacement;
 - 1. being primarily responsible for making recommendations to the Board of Directors on the appointment, re-appointment and removal of the external audit firm, approving the remuneration and terms of engagement of the external audit firm, and reviewing any issues related to its resignation or dismissal;
 - 2. reviewing and monitoring the independence and objectivity of the external audit firm and the effectiveness of the audit process in accordance with applicable standards;
 - 3. formulating and implementing a policy on the engagement of the external audit firm for non-audit services; reporting to the Board of Directors thereon; and identifying matters that require action or improvement and making recommendations; and
 - 4. discussing the nature and scope of the audit and reporting responsibilities with the external audit firm before the audit commences, and ensuring coordination where more than one audit firm is involved.
- (ii) supervising and evaluating the internal audit function, and coordinating between internal and external audits;
- (iii) reviewing the Company's financial information and its disclosure;
 - 5. monitoring the integrity of the Company's financial statements and its annual reports and accounts, interim reports and quarterly reports (if intended to be published), and reviewing the significant financial reporting judgments contained therein. Before submitting the relevant statements and reports to the Board of Directors, the Audit Committee shall specifically review the following matters:
 - i. any changes in accounting policies and practices;
 - ii. matters involving significant judgment;
 - iii. material adjustments arising from the audit;
 - iv. the Company's going concern assumption and any qualifications;
 - v. compliance with accounting standards; and
 - vi. compliance with the Listing Rules and other legal requirements regarding financial reporting;

6. With regard to item (5) above:
 - i. liaising with the Board of Directors and senior management;
 - ii. meeting with the Company's external audit firm at least twice a year; and
 - iii. considering any significant or unusual items that are, or may need to be, reflected in the reports and accounts, and giving due consideration to any matters raised by the Company's staff responsible for accounting and financial reporting functions, compliance officers (if any), or the external audit firm;
- (iv) supervising and evaluating the Company's financial reporting system, risk management and internal control systems;
7. reviewing the Company's financial control systems and (unless a separate risk committee of the Board or the Board itself expressly deals with it) reviewing the Company's risk management and internal control systems;
8. discussing the risk management and internal control systems with management to ensure that management has fulfilled its duty to establish effective systems. The discussion should include whether the Company's resources, staff qualifications and experience in its accounting and financial reporting functions are adequate, and whether the training courses and related budget for staff are sufficient;
9. on its own initiative or as delegated by the Board, studying the significant findings of investigations into matters concerning risk management and internal control and management's response to those findings;
10. ensuring that the work of the internal and external audit firms is coordinated; also ensuring that the internal audit function has sufficient resources to operate within the Company and has an appropriate standing; and reviewing and monitoring the effectiveness of the internal audit function;
11. reviewing the Company's financial and accounting policies and practices;
12. reviewing the Management Letter from the external audit firm to management, any significant queries raised by the external audit firm to management regarding accounting records, financial accounts, or control systems, and management's response;
13. ensuring that the Board of Directors responds in a timely manner to the issues raised in the Management Letter from the external audit firm to management;
14. reporting to the Board of Directors on the matters set out in these terms of reference;

15. reviewing the following arrangements: that employees of the Company can raise concerns in confidence about possible improprieties in financial reporting, internal control or other matters, and ensuring that appropriate arrangements are in place for the fair and independent investigation of such matters and for appropriate follow-up action;
 16. acting as the primary representative between the Company and the external audit firm, responsible for monitoring the relationship between them;
 17. formulating a whistle-blowing policy and system to allow employees and other parties who have dealings with the Company (such as clients and suppliers) to raise concerns in confidence and anonymously to the Audit Committee about any possible improprieties concerning the Company; and
 18. studying other topics as defined by the Board of Directors.
- (v) exercising the powers of the board of supervisors as stipulated in The PRC Company Law.
 - (vi) taking responsibility for matters under laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, and other matters authorized by the Board of Directors.

Article 11 The Audit Committee is responsible for reviewing the Company's financial information and its disclosure, supervising and assessing both internal and external audit and internal control. The following matters shall be submitted to the Board of Directors for deliberation only after being approved by more than half of all members of the Audit Committee:

- (i) disclosure of the financial information in financial accounting reports and periodic reports, and internal control evaluation reports;
- (ii) appointment or dismissal of the accounting firm that undertakes the Company's audit business;
- (iii) appointment or dismissal of the Company's chief financial officer;
- (iv) changes to accounting policies or accounting estimates, or corrections of material accounting errors, for reasons other than a change in accounting standards;
- (v) other matters stipulated by laws and regulations, relevant rules of the securities regulatory authorities of the place where the Company's shares are listed, rules of the stock exchange where the Company's shares are listed, and the Articles of Association.

The Company shall disclose in its annual report the Audit Committee's performance of its duties for the year, mainly including details of the meetings held and the specifics of the duties performed.

The deliberation opinions adopted at the meetings of the Audit Committee shall be submitted to the Company's Board of Directors in writing. Where the Audit Committee submits deliberation opinions to the Board of Directors on matters within its scope of duties and the Board of Directors does not adopt them, the Company shall disclose the matter and fully explain the reasons.

Article 12 In the process of supervising and inspecting the Company's business activities, risk management, internal control, and financial information, the internal audit department shall accept the supervision and guidance of the Audit Committee. The Audit Committee shall participate in the appraisal of the head of internal audit.

The Audit Committee shall guide and supervise the work of the Internal Audit Department. In guiding and supervising the work of the Internal Audit Department, it shall perform the following main duties:

- (i) To guide and supervise the establishment and implementation of the Internal Audit System;
- (ii) To review the Company's annual internal audit work plan;
- (iii) To urge the implementation of the Company's internal audit plan;
- (iv) To guide the effective operation of the Internal Audit Department. The Company's Internal Audit Department is accountable to the Audit Committee and shall report its work to the Audit Committee; all types of audit reports, rectification plans for audit issues, and reports on rectification progress submitted by the Internal Audit Department to the management must be simultaneously submitted to the Audit Committee;
- (v) To report to the Board of Directors on the progress and quality of internal audit work, as well as any major issues discovered;
- (vi) To coordinate the relationship between the Internal Audit Department and external audit units such as accounting firms and national audit institutions.

The Internal Audit Department must report its work to the Audit Committee. All types of audit reports, rectification plans for audit issues, and the status of rectifications submitted by the Internal Audit Department to the management must be simultaneously submitted to the Audit Committee. If the Internal Audit Department discovers any relevant major issues or leads, it shall immediately report them directly to the Audit Committee.

Article 13 If the Company has material weaknesses in internal control, or is found to have issues such as financial fraud, misappropriation of funds, or non-compliant guarantees, the Audit Committee shall urge the Company to carry out follow-up rectification and internal accountability work, to formulate rectification plans and measures and complete the rectification within a specified period, and to establish, improve and strictly implement an internal accountability system.

Article 14 The Audit Committee shall supervise and direct the Internal Audit Department to conduct an inspection of the following matters at least every six months, and to issue an inspection report for submission to the Audit Committee. If the inspection reveals that the Company has any violations of laws and regulations, operational irregularities, or other such circumstances, it shall report to the stock exchange where the Company's shares are listed in a timely manner and urge the Company to make a public disclosure:

- (i) The implementation of major events such as the use of proceeds, provision of guarantees, related party (connected) transactions, high-risk investments such as securities investment and derivatives trading, provision of financial assistance, purchase or sale of assets, and outbound investments;
- (ii) The Company's large-value fund transfers and fund transfers with Directors, senior management, controlling shareholders, de facto controllers and their related persons.

In the course of performing its daily duties, if the Audit Committee discovers clues of financial fraud or abnormal operating conditions in the Company, or becomes aware of significant negative public opinion, major media queries, or receives specific complaints or reports concerning the Company, it may require the Company to conduct a self-inspection, require the Internal Audit Department to conduct an investigation, and, if necessary, may engage third-party intermediary agencies to provide assistance, with the expenses to be borne by the Company.

The Audit Committee shall supervise and guide the Internal Audit Department in carrying out internal control inspections and evaluations, and urge the Internal Audit Department to assess the risks in key areas and critical links of the Company's internal control. The Audit Committee may periodically review and analyze evaluation opinions and inspection results, and any internal control deficiencies found during inspections shall be reflected in the internal control evaluation report.

The Audit Committee shall, based on the internal audit reports and related materials submitted by the Internal Audit Department, issue a written evaluation opinion on the effectiveness of the Company's internal control and report to the Board of Directors.

Article 15 The Audit Committee shall issue an annual internal control evaluation report based on the evaluation report and relevant materials issued by the Internal Audit Department. The internal control evaluation report shall at least include the following:

- (i) A statement from the Board of Directors on the truthfulness of the internal control report;
- (ii) An overview of the internal control evaluation;
- (iii) The basis, scope, procedures, and methods of the internal control evaluation;
- (iv) Deficiencies in internal control and how they were identified;
- (v) Rectification of internal control deficiencies from the previous year;

- (vi) The proposed rectification measures for internal control deficiencies in the current year;
- (vii) The conclusion on the effectiveness of internal control.

Article 16 The Audit Committee of the Board of Directors shall review the Company's financial accounting reports, provide opinions on their truthfulness, accuracy, and completeness, focus on major accounting and audit issues in the Company's financial accounting reports, pay special attention to the possibility of fraud, misconduct, and material misstatement related to the financial accounting reports, and supervise the rectification of issues in the financial accounting reports.

For issues such as financial fraud or material accounting errors, the Audit Committee shall, during its preliminary review, require the Company to correct the relevant financial data, and the Audit Committee shall not deliberate on and approve the relevant report until the correction is completed.

If a member of the Audit Committee cannot guarantee the truthfulness, accuracy, and completeness of the financial information in a periodic report, or has objections, they shall cast a dissenting vote or an abstention vote during the Audit Committee's review of the periodic report.

The Audit Committee shall make recommendations to the Board of Directors on the appointment or replacement of the external audit firm, review the external audit firm's audit fees and terms of engagement, and shall not be unduly influenced by the Company's major shareholders, de facto controllers, or Directors and senior management.

The Audit Committee shall urge the external audit firm to be honest, trustworthy, diligent, and responsible, to strictly abide by business rules and industry self-regulatory norms, to strictly implement its internal control system, to verify the Company's financial accounting reports, to fulfill its duty of special care, and to issue professional opinions with prudence.

The Audit Committee shall periodically (at least annually) submit to the Board of Directors an evaluation report on the performance of the engaged external audit firm and a report on the Committee's supervision of the external audit firm.

Article 17 The Company's Board of Directors shall fully respect the Audit Committee's recommendations regarding the appointment or replacement of the external audit firm. In the absence of sufficient reason or reliable evidence, the Board of Directors shall not shelve or decline to vote on the Audit Committee's recommendations.

Article 18 To ensure the effective performance of its duties, the Audit Committee has the right to exercise the following powers in accordance with the provisions of laws and regulations, the self-regulatory rules of the stock exchange, and the Articles of Association:

- (i) To inspect the Company's finances;
- (ii) To supervise the conduct of Directors and senior management in the performance of their duties;

- (iii) To require Directors and senior management to rectify their conduct when it harms the interests of the Company;
- (iv) To propose the convening of an extraordinary Board meeting;
- (v) To propose the convening of an extraordinary general meeting, and to convene and preside over the general meeting when the Board of Directors fails to perform its legal duties of convening and presiding over the general meeting;
- (vi) To submit proposals to shareholders' general meetings;
- (vii) To accept requests from shareholders to file a lawsuit against Directors (other than members of the Audit Committee) and senior management who have caused losses to the Company by violating laws, administrative regulations, or the Articles of Association while performing their duties for the Company;
- (viii) Other powers stipulated by laws and regulations, the self-regulatory rules of the stock exchange, and the Articles of Association.

Article 19 The Audit Committee shall supervise the compliance of the Company's Directors and senior management with laws, regulations, relevant self-regulatory rules of the stock exchange, the Articles of Association, and their conduct in performing their duties for the Company, and may require Directors and senior management to submit reports on the performance of their duties.

If the Audit Committee discovers that a Director or senior management member has violated laws, regulations, relevant self-regulatory rules of the stock exchange, or the Articles of Association, it shall report to the Board of Directors or the shareholders' general meeting and make a timely disclosure, and may also report directly to the regulatory authorities.

In the course of performing its supervisory duties, the Audit Committee may propose the removal of any Director or senior management member who violates laws, regulations, relevant self-regulatory rules of the stock exchange, the Articles of Association, or resolutions of the shareholders' general meeting.

Article 20 The Audit Committee shall propose to the Board of Directors in writing to convene an extraordinary general meeting. The Board of Directors shall, in accordance with the provisions of laws, regulations and the Articles of Association, provide a written feedback opinion agreeing or disagreeing to convene an extraordinary general meeting within 10 days of receiving the proposal.

If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of the general meeting within 5 days after the Board's resolution is made, and any changes to the original proposal in the notice shall be subject to the consent of the Audit Committee. The extraordinary general meeting shall be convened within 2 months from the date of the Audit Committee's proposal.

Article 21 The Audit Committee shall convene and preside over a general meeting when the Board of Directors fails to perform its legal duties of convening and presiding over the general meeting.

If the Audit Committee decides to convene a general meeting on its own, it must notify the Board of Directors in writing and at the same time file a record with the stock exchange. The Audit Committee shall submit relevant supporting documents to the stock exchange when issuing the notice of the general meeting and the announcement of the resolution of the general meeting.

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

For a shareholders' general meeting convened by the Audit Committee on its own initiative, the Board of Directors and the secretary to the Board of Directors shall provide cooperation, and the Board of Directors shall provide the register of shareholders as of the equity registration date. If the Board of Directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing institution for it by presenting the relevant announcement of the notice for convening the general meeting. The register of shareholders obtained by the convener shall not be used for any purpose other than convening the general meeting.

For a general meeting convened by the Audit Committee on its own initiative, the necessary expenses for the meeting shall be borne by the Company.

Article 22 Where a director (other than a member of the Audit Committee) or a senior management member, in the course of performing his/her duties for the Company, violates the provisions of any law, administrative regulation or the Articles of Association and thereby causes losses to the Company, the Audit Committee has the right to accept a written request from any shareholder who has, individually or jointly, held 1% or more of the Company's shares for 180 consecutive days or more to file a lawsuit with a People's Court. If members of the Audit Committee, in performing their duties for the Company, violate the provisions of laws, administrative regulations, or the Articles of Association, causing losses to the Company, the aforesaid shareholders may request in writing that the Board of Directors file a lawsuit with a People's Court.

If the Audit Committee or the Board of Directors refuses to file a lawsuit after receiving the written request from a shareholder as stipulated in the preceding paragraph, or fails to file a lawsuit within 30 days from the date of receiving the request, or if the situation is urgent and not filing a lawsuit immediately would cause irreparable harm to the Company's interests, the shareholder stipulated in the preceding paragraph has the right to file a lawsuit directly with a People's Court in their own name for the benefit of the Company.

Article 23 When the Audit Committee performs its duties, the relevant departments of the Company shall provide cooperation, and the expenses required shall be borne by the Company.

Article 24 The Audit Committee may, when it deems necessary, engage intermediary agencies to provide professional opinions for its decision-making, and the expenses shall be paid by the Company.

CHAPTER IV DECISION-MAKING PROCEDURES

Article 25 The Internal Audit Department is responsible for organizing and coordinating relevant departments or intermediary agencies to prepare the documents for the Audit Committee meetings, and for ensuring their authenticity, accuracy and completeness. Meeting documents include but are not limited to:

- (i) The Company's relevant financial reports;
- (ii) Reports from internal and external audit institutions;
- (iii) External audit contracts and related reports;
- (iv) The Company's external information disclosures;
- (v) Audit reports on the Company's material related party (connected) transactions.

Article 26 The Internal Audit Department shall perform the internal approval procedures for meeting documents in accordance with the Company's internal management system, and report the documents to the Securities Department.

Article 27 The Securities Department shall submit the meeting documents to the Chairperson of the Audit Committee for review, and convene a meeting of the Audit Committee in a timely manner after the review is passed.

Article 28 The Audit Committee shall convene meetings to pass reports, resolutions or make recommendations, and report to the Company's Board of Directors in writing. For matters that require deliberation and approval by the Board of Directors or a shareholders' general meeting, the Audit Committee shall submit proposals to the Board of Directors and carry out the approval procedures in accordance with relevant laws, regulations and the Articles of Association.

Article 29 If more than half of the members of the Board of Directors have objections to the reports or resolutions passed at a meeting of the Audit Committee, they may provide written feedback to the Audit Committee in a timely manner.

CHAPTER V RULES OF MEETING

Article 30 The Audit Committee shall have regular meetings and extraordinary meetings.

The Audit Committee shall meet at least once every quarter. An extraordinary meeting may be convened upon the proposal of two or more members, or when the convener deems it necessary. A meeting of the Audit Committee may be held only if two-thirds or more of its members are present.

Article 31 In principle, Audit Committee meetings shall be held as on-site meetings. Provided that all attending members can fully communicate and express their opinions, meetings may be held by video, telephone, email, or other means when necessary.

Article 32 When convening an Audit Committee meeting, in principle, all members shall be notified at least three days before the meeting, and for extraordinary meetings, notice shall be given within a reasonable time. The notice of meeting shall be issued by the Securities Department.

Article 33 The convener of the Audit Committee is responsible for convening and presiding over the Audit Committee meetings. If the convener of the Audit Committee is unable or refuses to perform his/her duties, the meeting shall be presided over by an independent director member jointly elected by more than half of the members of the Audit Committee.

Article 34 Members of the Audit Committee shall attend Audit Committee meetings in person and express clear opinions on the matters under deliberation. If a member is unable to attend a meeting in person for any reason, they shall review the meeting materials in advance, form a clear opinion, and record it in a power of attorney, entrusting another member in writing to attend on their behalf. Each member of the Audit Committee may accept a proxy from at most one other member. The power of attorney must clearly specify the scope and duration of the authorization. If an independent director member is unable to attend a meeting for any reason, they shall entrust another independent director member of the Audit Committee to attend on their behalf.

Article 35 The Audit Committee may, if it deems necessary, convene other persons related to the proposals of the meeting to attend the meeting to provide information or express their opinions, but persons who are not members of the Audit Committee shall have no voting rights on the proposals.

Article 36 The Audit Committee meeting shall adopt the rule of centralized deliberation and sequential voting on the matters discussed, that is, after all proposals have been deliberated by all attending members, the proposals shall be voted on item by item in the order of deliberation.

Article 37 When the Audit Committee votes on relevant matters, interested committee members shall abstain from voting.

Members of the Audit Committee shall abstain from voting on any matter discussed at a meeting in which they have a conflict of interest. If a valid opinion cannot be formed due to abstentions, the relevant matter shall be submitted to the Board of Directors for deliberation.

Article 38 When the Audit Committee votes, each member shall have one vote. A resolution of the Audit Committee shall be passed by the consent of more than half of all members.

Article 39 When the Audit Committee votes, it may adopt a method of voting by poll, by a show of hands, by written resolution, or by other means of voting.

Article 40 The proposals and voting results passed at the meetings of the Audit Committee shall be reported to the Company's Board of Directors in writing.

Article 41 Minutes shall be taken for meetings of the Audit Committee, and the members attending the meeting shall sign the minutes. The minutes of the meeting and related meeting materials shall be kept by the Securities Department for a period of not less than 10 years. The draft and final versions of the meeting minutes shall be sent to all members of the Committee within a reasonable period of time after the meeting. The draft version is for members to express their opinions, and the final version is for their records.

Article 42 Before the Company discloses the resolutions of the Audit Committee in accordance with legal procedures, the members and other persons attending the meeting, recording and service personnel, etc., are obliged to keep the content of the resolutions confidential.

CHAPTER VI SUPPLEMENTARY PROVISIONS

Article 43 For matters not covered in these terms of reference, the Company shall act in accordance with the relevant provisions of relevant laws and regulations, the Articles of Association and other normative documents. In case of any inconsistency between these terms of reference and the provisions of relevant national laws, administrative regulations, departmental rules, other normative documents and the Articles of Association, the relevant provisions of the national laws, administrative regulations, departmental rules, other normative documents and the Articles of Association shall prevail.

Article 44 These terms of reference shall be formulated and interpreted by the Company's Board of Directors, and shall come into effect on the date of deliberation and approval by the Company's Board of Directors, and the same shall apply to any amendments.

Article 45 These terms of reference, having been deliberated and approved by the Board of Directors, shall come into effect from the date on which the H Shares of the Company's initial public offering are listed on the Hong Kong Stock Exchange.