Medcaptain Medical Technology Co., Ltd.

深圳麥科田生物醫療技術股份有限公司

Articles of Association

September, 2026

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CHAPTER 1 GENERAL PROVISIONS

Article 1 To safeguard the legitimate rights and interests of Medcaptain Medical Technology Co., Ltd. (hereinafter the "**Company**"), its shareholders, employees and creditors, and to regulate the organisation and conduct of the Company, these Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (hereinafter the "**Company Law**"), the Securities Law of the People's Republic of China (hereinafter the "**Securities Law**"), the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (hereinafter the "**Trial Measures for the Administration**"), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter the "**Hong Kong Listing Rules**"), and the relevant provisions of other relevant laws, administrative regulations and normative documents, with reference to the Guidelines for the Articles of Association of Listed Companies (2025) and other relevant provisions.

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

The Company was established as a joint stock limited company by overall conversion of Medcaptain Medical Technology Co., Ltd. (深圳麥科田生物醫療技術有限公司) based on its original net book value of assets. The Company is registered with the Shenzhen Municipal Administration for Market Regulation and has obtained a business license with the unified social credit code: 91440300573106363N.

Article 3 The Company completed the filing with the China Securities Regulatory Commission (hereinafter referred to as the "**CSRC**") on February 13, 2026, and upon approval by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Hong Kong Stock Exchange**"), issued 38,910,600 overseas-listed shares (hereinafter referred to as the "**H Shares**") under its initial public offering. The shareholders of the Company converted a total of 440,311,086 domestic unlisted shares of the Company held by them into H Shares. The aforementioned H Shares were listed on the Hong Kong Stock Exchange on September 7, 2026.

The shares issued by the Company that are not listed or traded on any domestic or overseas stock exchange are referred to as domestic unlisted shares. After the overseas issuance and listing of the shares of the Company, in the circumstances permitted under the relevant laws, administrative regulations and departmental rules, shareholders holding domestic unlisted shares of the Company may convert their domestic unlisted shares into H Shares and have them listed and traded on an overseas stock exchange. The listing and trading of the aforementioned shares on an overseas stock exchange shall also comply with the regulatory procedures, regulations and requirements of the domestic and overseas securities markets. The aforementioned conversion of domestic unlisted shares into H Shares and their listing and trading on an overseas stock exchange shall not require the convening of a Shareholders' general meeting for voting.

Article 4 The Company's registered name: 深圳麥科田生物醫療技術股份有限公司

English name: Medcaptain Medical Technology Co., Ltd.

Article 5 The Company's registered address is Room 701, Block A, Building 7, Shenzhen International Innovation Hub, Dashi 1st Road, Xili, Nanshan District, Shenzhen.

Article 6 The Company's registered capital is RMB538,626,686.

Article 7 The term of operation of the Company shall be a perpetual term commencing from April 26, 2011.

Article 8 The general manager serves as the Company's legal representative. If the general manager resigns, such resignation shall be deemed as a concurrent resignation from the position of legal representative.

Upon the resignation of the legal representative, the Company shall appoint a new legal representative within 30 days from the date of resignation.

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

Any restriction on the powers of the legal representative stipulated in the Articles of Association or by Shareholders' general meeting shall not be enforceable against bona fide counterparts.

If the legal representative causes damage to others as a result of the performance of his/her duties, the Company shall bear civil liability. After the Company assumes civil liability, it may seek compensation from the legal representative who is at fault in accordance with laws or the Articles of Association.

Article 10 Shareholders shall be liable to the Company only to the extent of their subscribed shares, and the Company shall be liable for its debts with all its assets.

Article 11 The Articles of Association shall, from the date of its coming into effect, constitute a legally binding document that regulates the organisation and conduct of the Company, as well as the rights and obligations between the Company and its shareholders and among shareholders, and shall be binding on the Company, its shareholders, directors, and senior management members. In accordance with the Articles of Association, Shareholders shall have the right to take legal action against Shareholders, Directors, general manager, other senior management members, and the Company. The Company shall have the right to bring a lawsuit against Shareholders, Directors, general manager or other senior management members.

Article 12 For the purposes of the Articles of Association, senior management members refer to the Company's general manager, deputy general manager, board secretary, financial officer, and other personnel stipulated in these Articles of Association. The terms "general manager" and "deputy general manager" as used in the Articles of Association and the Company's relevant policies shall have the same meanings as "manager" and "deputy manager," respectively, as defined in Article 265 of the Company Law.

CHAPTER 2 BUSINESS PURPOSE AND SCOPE

Article 13 The business objective of the Company: to cater to healthcare needs, innovate medical technology, provide high-quality services, and strive to become a leader in the medical and healthcare industry.

Article 14 As lawfully registered, the business scope of the Company is as follows: General business items: sales, services and technology transfer of medical devices produced by the Company; leasing of self-owned equipment and related technical services; sales of Class I medical supplies and equipment; computer programming; computer software design; technological development of biological products; technological development of biotechnology products; investment in and establishment of industries (specific projects to be declared separately); investment management (excluding restricted items); investment consultation (excluding restricted items); investment advisory (excluding restricted items); domestic trade (excluding exclusively-operated, exclusively-sold and exclusively-controlled commodities); operation of import and export business (excluding restricted items); sales of masks (non-medical); manufacturing of specialized chemical products (excluding hazardous chemicals); and sales of specialized chemical products (excluding hazardous chemicals).

Licensed business items: production and operation of medical devices (Class II and Class III).

CHAPTER 3 SHARES

Section 1 Share Issuance

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

Article 16 The shares of the Company shall be issued in an open, fair and equal manner. Each share of the same class shall rank *pari passu* with each other. Shares of the same class in each issuance shall be issued under the same terms and at the same price. Each of the shares shall be subscribed for at the same price by any entity or individual.

The H shares issued by the Company may, in accordance with the laws of the place where the Company's shares are listed and the practices of securities registration and depository, be mainly deposited with the nominee company of Hong Kong Securities Clearing Company Limited, and may also be held by Shareholders in their own names. If the Company's share capital includes shares without voting rights, such shares shall bear the words "non-voting" in their title.

Article 17 The shares issued by the Company shall be denominated in Renminbi, with a par value of RMB1.00 each. Among the shares issued by the Company, domestic unlisted shares shall be centrally registered and deposited with the domestic securities registration and clearing institution, while the registration and clearing arrangements for H shares shall be subject to the regulations of the overseas place of listing.

Article 18 The Company was established by way of overall conversion from Medcaptain Medical Technology Co., Ltd. (深圳麥科田生物醫療技術有限公司), a limited liability company, based on the audited original net book value of its assets as of August 31, 2020. The promoters converted the net asset value corresponding to their respective capital contributions in Medcaptain Medical Technology Co., Ltd. into shares of the Company. The total number of shares issued upon the overall conversion and establishment of the Company as a joint stock limited company was 359,975,000 shares. The promoters, number of shares held, shareholding percentage, method of capital contribution and time of capital contribution are as follows:

No.	Promoter	Number of shares held (shares)	Shareholding percentage	Method of Capital Contribution	Time of Capital Contribution
1	LI Hui (李輝)	22,286,000	6.1910%	Shares converted from net assets	November 2020
2	LIU JIE	54,450,000	15.1260%	Shares converted from net assets	November 2020
3	ZHONG Yaoqi (鍾要齊)	28,600,000	7.9450%	Shares converted from net assets	November 2020
4	LI Dongcen (李冬岑)	8,679,000	2.4110%	Shares converted from net assets	November 2020
5	Shenzhen Juxian Kangzhong Enterprise Management Partnership (Limited Partnership)(深圳聚賢康眾企業管理合夥企業(有限合夥))	64,185,000	17.8304%	Shares converted from net assets	November 2020
6	Shenzhen Ruisen Kangzhong Investment Enterprise (Limited Partnership) (深圳瑞森康眾投資企業(有限合夥))	9,350,000	2.5974%	Shares converted from net assets	November 2020
7	Shenzhen Capital Group Co., Ltd. (深圳市創新投資集團有限公司)	8,250,000	2.2918%	Shares converted from net assets	November 2020
8	Guangdong Hongtu Entrepreneurship Investment Limited Company (廣東紅土創業投資有限公司)	5,500,000	1.5279%	Shares converted from net assets	November 2020
9	Shenzhen Hongtu Peacock Entrepreneurship Investment Limited Company (深圳市紅土孔雀創業投資有限公司)	5,500,000	1.5279%	Shares converted from net assets	November 2020
10	Shenzhen Pingshan Area Hongtu Entrepreneurship Investment Limited Company (深圳市坪山區紅土創新發展創業投資有限公司)	5,500,000	1.5279%	Shares converted from net assets	November 2020
11	Shenzhen Guozhong SME Development Private Equity Investment Fund Partnership (limited partnership) (深圳國中中小企業發展私募股權投資基金合夥企業(有限合夥))	5,500,000	1.5279%	Shares converted from net assets	November 2020
12	Tianjin Zhenying Enterprise Management Consultancy Limited Partnership (Limited Partnership) (天津振盈企業管理諮詢合夥企業(有限合夥))	46,200,000	12.8342%	Shares converted from net assets	November 2020

No.	Promoter	Number of shares held (shares)	Shareholding percentage	Method of Capital Contribution	Time of Capital Contribution
13	Zhuhai Gao Ling Tiancheng Equity Investment Fund (Limited Partnership) (珠海高瓴天成股權投資基金(有限合夥))	46,750,000	12.9870%	Shares converted from net assets	November 2020
14	Suzhou Lirui Equity Investment Center (Limited Partnership) (蘇州禮瑞股權投資中心(有限合夥))	13,750,000	3.8197%	Shares converted from net assets	November 2020
15	Shenzhen Hongtu Healthcare Industry Equity Investment Partnership (Limited Partnership) (深圳紅土醫療健康產業股權投資基金合夥企業(有限合夥))	13,750,000	3.8197%	Shares converted from net assets	November 2020
16	Shenzhen Cowin Asset Management Co., Ltd. (深圳同創偉業資產管理股份有限公司)	2,200,000	0.6112%	Shares converted from net assets	November 2020
17	Shenzhen Linkway Cornerstone Equity Investment Fund Partnership (Limited Partnership) (深圳市領匯基石股權投資基金合夥企業(有限合夥))	1,375,000	0.3820%	Shares converted from net assets	November 2020
18	Zhuhai Jucai Kangzhong Investment Enterprise (Limited Partnership) (珠海聚才康眾投資企業(有限合夥))	4,400,000	1.2223%	Shares converted from net assets	November 2020
19	Zhuhai Ruiyu Kangzhong Investment Enterprise (Limited Partnership) (珠海瑞鈺康眾投資企業(有限合夥))	3,300,000	0.9167%	Shares converted from net assets	November 2020
20	Zhuhai Ruiqian Kangzhong Investment Enterprise (Limited Partnership) (珠海瑞乾康眾投資企業(有限合夥))	4,400,000	1.2223%	Shares converted from net assets	November 2020
21	Zhuhai Ruikun Kangzhong Investment Enterprise (Limited Partnership) (珠海瑞坤康眾投資企業(有限合夥))	6,050,000	1.6807%	Shares converted from net assets	November 2020
Total		**359,975,000**	**100%**	**–**	**–**

Article 19 The total share capital of the Company is 538,626,686 shares, all of which are ordinary shares, comprising 59,405,000 domestic unlisted shares, representing 11.03% of the total share capital of the Company; and 479,221,686 ordinary H shares, representing 88.97% of the total share capital of the Company.

Article 20 The Company or its subsidiaries (including affiliated enterprises) shall not provide financial assistance in the form of gifts, advances, guarantees, or loans for the acquisition of shares in the Company or its parent company by others, except in the case of employee stock ownership plans.

In the interests of the Company, and pursuant to a resolution of the Shareholders' general meeting or a resolution of the Board of Directors in accordance with the Articles of Association or with authorization by the Shareholders' general meeting, the Company may provide financial assistance for others for the acquisition of shares in the Company or its parent company. However, the cumulative amount of such financial assistance shall not exceed 10% of the total issued share capital. The Board resolutions must be approved by at least two-thirds of all Directors.

Where the Company or its subsidiaries (including the affiliated enterprises of the Company) engage in the acts described in this Article, they shall comply with the laws, administrative regulations, and the regulations of the CSRC and the stock exchange of the place where the shares of the Company are listed.

Section 2 Increase, Reduction and Repurchase of Shares

Article 21 According to the operation and development needs of the Company, subject to the laws and regulations, the Company may increase the capital by the following ways upon approval of separate resolutions at the Shareholders' general meeting:

(i) Issuance of shares to unspecified investors;

(ii) Issuance of shares to specific investors;

(iii) Distribution of bonus shares to existing shareholders;

(iv) Converting the reserve funds into share capital;

(v) Other means stipulated by the laws, administrative regulations or stipulated by the CSRC and other regulatory authorities.

Article 22 The Company shall not repurchase its own shares, unless otherwise under the following circumstances:

(i) Reducing the Company's registered capital;

(ii) Merger with other companies which hold our shares;

(iii) Using the shares in an employee stock ownership plan or as equity incentive;

(iv) Purchasing its shares from Shareholders who have voted against the resolutions on the merger or division of the Company at a Shareholders' general meeting upon their request;

(v) Use of shares for conversion of convertible corporate bonds issued by the Company;

(vi) Necessary for the Company to maintain its value and protect the interests of the shareholders.

Article 23 The Company may repurchase its own shares through public centralized trading, by way of an offer, or by other methods permitted by laws, administrative regulations, the Hong Kong Listing Rules, the securities regulatory rules of the place where the shares of the Company are listed, and the CSRC.

Where the Company repurchases its shares under the circumstances set out in items (iii), (v), and (vi) of paragraph 1 of Article 22 of these Articles of Association, such repurchase shall be conducted through public centralized trading.

Article 24 Where the Company repurchases its shares for the reasons set out in items (i) to (ii) of paragraph 1 of Article 22 of the Articles of Association, such repurchase shall be subject to a resolution of the Shareholders' general meeting.

Where the Company repurchases its shares under the circumstances set out in items (iii), (v) and (vi) of paragraph 1 of Article 22 of these Articles of Association, such repurchase may be resolved by a meeting of the Board of Directors attended by more than two-thirds of the Directors, in accordance with the provisions of these Articles of Association or the authorization of the Shareholders' general meeting, and subject to compliance with the applicable securities regulatory rules of the place where the shares of the Company are listed.

After the Company repurchases its shares pursuant to the provisions of Article 22 of these Articles of Association, under the circumstance set out in item (i) of paragraph 1 of Article 22, such shares shall be cancelled within ten days from the date of repurchase; under the circumstances set out in items (ii) and (iv), such shares shall be transferred or cancelled within six months; under the circumstances set out in items (iii), (v) and (vi), the total number of the Company's shares held by the Company shall not exceed 10% of the total number of issued shares of the Company, and such shares shall be transferred or cancelled within three years.

Where the Company repurchases its shares, it shall fulfill its information disclosure obligations in accordance with the Securities Law, the Hong Kong Listing Rules, and the relevant regulations of the CSRC and the Hong Kong Stock Exchange.

Section 3 Transfer of Shares

Article 25 Shares of the Company shall be transferred in accordance with applicable laws, except where otherwise provided by the Company Law, the Hong Kong Listing Rules, other laws, regulations, normative documents, or the Articles of Association.

All transfers of H shares shall be effected by written instruments of transfer in an ordinary or usual form or in any other form acceptable to the Board of Directors (including standard transfer forms or forms of transfer prescribed by the Hong Kong Stock Exchange from time to time); and such instruments of transfer may only be executed by hand or affixed with the valid seal of the Company (where the transferor or transferee is a company). If the transferor or transferee is a recognized clearing house or its nominee as defined by the relevant ordinances in force from time to time under Hong Kong laws, the instrument of transfer may be executed by hand or by machine imprinted signature. All instruments of transfer shall be kept at the statutory address of the Company or such other addresses as the Board of Directors may designate from time to time.

Article 26 The Company shall not accept its own shares as the subject of the pledge.

Article 27 Shares issued by the Company prior to the public issuance of shares shall not be transferred within one year from the date the shares of the Company are listed for trading on the stock exchange.

The Directors and senior management of the Company shall notify the Company of their holdings of shares in the Company (including preference shares) and the changes therein. During their term of office determined upon assumption of duty, the shares transferrable by them each year shall not exceed 25% of their total holdings of shares of the same class in the Company, except for changes in shares resulting from judicial enforcement, inheritance, bequest, or lawful division of property; the shares in the Company held by them shall not be transferred within one year from the date on which the Company's shares are listed for trading. The shares in the Company held by them shall not be transferred within half a year from their departure from the Company. Where the Hong Kong Listing Rules, laws, administrative regulations, and normative documents provide otherwise, such provisions shall prevail.

If the shares of the Company are pledged during the restricted transfer period stipulated by laws and administrative regulations, the pledgees shall not exercise the pledge right during the restricted transfer period.

Article 28 If the Directors or senior management members of the Company, or shareholders holding 5% or more of the Company's shares, sell the Company's shares or other equity securities they hold within six months after purchase, or purchase the Company's shares or other equity securities within six months after sale, any profits obtained from such transactions shall belong to the Company, and the Board of Directors of the Company shall recover such profits. However, this provision does not apply to securities companies that hold more than 5% of the Company's shares due to the purchase of remaining shares after underwriting, or other circumstances stipulated by the CSRC and the Hong Kong Listing Rules.

The shares or other securities with the nature of equity held by Directors, senior management members and individual shareholders as mentioned in the preceding paragraph include shares or other securities held by their spouses, parents or children, or held by them by using other people's accounts.

If the Board of Directors of the Company fails to comply with the provisions of paragraph 1 of this Article, the shareholders are entitled to request the Board of Directors to do so within 30 days. If the Board of Directors of the Company fails to comply within the aforesaid period, the shareholders are entitled to initiate litigation directly in a People's Court in their own names for the interest of the Company.

If the Board of Directors fails to implement the provisions of paragraph 1 of this Article, the responsible Directors shall bear joint and several liability in accordance with laws.

CHAPTER 4 SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETING

Section 1 Shareholders

Article 29 The Company shall establish a register of members based on the shareholding status of each Shareholder and in accordance with the laws, regulations, normative documents and the Hong Kong Listing Rules. The register of members shall constitute sufficient evidence of share ownership in the Company. Shareholders shall enjoy rights and assume obligations according to the class of shares they hold. Shareholders holding shares of the same class shall enjoy the same rights and assume the same obligations.

The transfer and transmission of shares shall be registered in the register of members. The register of members of H shares of the Company is maintained overseas and the Company entrusts an overseas agent to manage it. The original register of members of H shares listed in Hong Kong shall be maintained in Hong Kong, provided that the Company may suspend the registration of shareholders (if necessary) in accordance with the applicable laws and regulations and the securities regulatory rules of the place where the shares of the Company are listed. A copy of the register of members of H shares listed in Hong Kong shall be kept at the domicile of the Company. The entrusted overseas agent shall ensure the consistency between the original and the copy of the register of members of H shares at all times. In the event of any inconsistency between the records in the original and the copy of the register of members of H shares, the original shall prevail.

The Company shall maintain a complete register of members. The register of members shall comprise the following parts: (1) the register of members maintained at the domicile of the Company, other than those specified in items (2) and (3) of this paragraph; (2) the register of members of H shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed is located; and (3) the register of members maintained at such other places as the Board of Directors may decide necessary for the listing of the shares of the Company.

Any alteration or rectification of various parts of the register of members shall be made in accordance with the laws of the place where such parts of the register of members are maintained.

Article 30 When the Company convenes a Shareholders' general meeting, distributes dividends, goes into liquidation or engages in other acts that require the confirmation of the identities of shareholders, the Board of Directors or the convener of the Shareholders' general meeting shall determine a record date. The shareholders registered in the register of members of the Company at the close of business on the record date shall be the shareholders entitled to the relevant rights and interests.

Article 31 The rights of our shareholders are as follows:

(i) To receive distribution of dividends and other forms of benefits according to the number of shares held;

(ii) To legally request, convene, preside over, participate in or authorize proxies of Shareholders to attend the Shareholders' general meeting and exercise corresponding voting rights;

(iii) To supervise operational activities of our Company, provide suggestions or submit queries;

(iv) To transfer, grant or pledge the shares held according to the provisions of the laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association;

(v) To inspect, reproduce the Articles of Association, register of members, minutes of Shareholders' general meetings, resolutions of the Board meetings, financial and accounting reports and the accounting books and accounting certificates of the Company available for inspection by shareholders in compliance with relevant regulations;

(vi) To participate in the distribution of the remaining assets of the Company according to the proportion of shares held upon our termination or liquidation;

(vii) To require our Company to acquire the shares from Shareholders voting against any resolutions adopted at the Shareholders' general meeting concerning the merger and division of the Company;

(viii) Other rights conferred by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed, or the Articles of Association.

Article 32 Shareholders who, individually or collectively, hold more than 3% of the Company's shares for more than 180 consecutive days may request to access the accounting books and accounting vouchers of the Company. Shareholders requesting to review the accounting books and accounting vouchers of the Company shall submit a written request to the Company stating the purpose thereof. If the Company has reasonable grounds to believe that the Shareholder's request to review the accounting books and accounting vouchers has improper purposes and may impair the legitimate interests of the Company, it may reject the request of the Shareholder to review the accounting books and accounting vouchers and shall, within 15 days from the Shareholder's written request, respond to the Shareholder in writing, which shall include an explanation. If the Company rejects the request of any Shareholder to review the accounting books and accounting vouchers, the Shareholder may initiate proceedings in a People's Court.

The Shareholder may retain an accounting firm, a law firm, or other intermediaries to review the materials specified in the preceding paragraph.

The Shareholder and the accounting firm, the law firm, or other intermediaries retained by it shall comply with the provisions of the laws and administrative regulations relating to the protection of state secrets, commercial secrets, personal privacy and personal information, etc., when reviewing and duplicating relevant materials.

If a Shareholder requests to review or duplicate the relevant materials of the Company's wholly-owned subsidiaries, the preceding four paragraphs shall apply.

Article 33 Where a shareholder requests to inspect the relevant information or obtain the materials mentioned in the preceding Article, such shareholder shall provide the Company with written documents proving the class and number of shares of the Company held by them. Upon verification of the identity of the shareholder, the Company shall provide the same in accordance with the shareholder's request.

Article 34 In the event that any resolution of the Shareholders' general meeting and resolution of the Board violates laws or administrative regulations, the shareholders shall be entitled to request a People's Court to invalidate the said resolution.

In the event that the convening procedure or voting method of the Shareholders' meeting or Board meeting violates any of the laws, administrative regulations or the Articles of Association, or the content of any resolution violates the Articles of Association, the shareholders shall be entitled to request a People's Court to revoke the resolution within 60 days upon the adoption of the resolution, except where there are only minor defects in the convening procedure or voting method of the Shareholders' meeting or Board meeting, which do not materially affect the resolutions.

Where the Board of Directors, shareholders and other stakeholders dispute the validity of a resolution of a Shareholders' general meeting, they shall promptly file a lawsuit with a People's Court. Before the People's Court makes a judgment or ruling such as revoking the resolution, the stakeholders shall implement the resolution of the Shareholders' general meeting. The Company, Directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.

Where the People's Court makes a judgment or ruling on a relevant matter, the Company shall fulfill its obligation to disclose the information in accordance with the laws, administrative regulations, the requirements of the CSRC and the stock exchange, fully explain the impact, and actively co-operate with the enforcement of the judgment 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.

A shareholder who has not been notified to attend a Shareholders' general meeting may petition to a People's Court to revoke a resolution of the Shareholders' general meeting within 60 days from the date when he/she knows or ought to know that the resolution is passed. If the right of revocation is not exercised within one year from the date of passing the resolution, the right of revocation shall be extinguished.

Article 35 Under any of the following circumstances, a resolution of the Shareholders' general meeting or the Board of Directors of the Company shall not be established:

(i) A resolution is made without convening a Shareholders' general meeting or a meeting of the Board of Directors;

(ii) The Shareholders' general meeting or the meeting of the Board of Directors fails to vote on the resolution;

(iii) The number of persons attending the meeting or the number of voting rights held by them falls short of the number of persons or the number of voting rights stipulated by the Company Law or the Articles of Association; or

(iv) The number of persons consenting to the resolution or the number of voting rights held by them falls short of the number of persons or the number of voting rights stipulated by the Company Law or the Articles of Association.

Article 36 Where directors other than members of the Audit Committee, or senior management members violate laws, administrative regulations or the provisions of the Articles of Association in the performance of their duties for the Company, causing loss to the Company, shareholders individually or jointly holding 1% or more of the Company's shares for 180 consecutive days or more shall have the right to request the Audit Committee in writing to initiate legal proceedings in the People's Court; where members of the Audit Committee violate laws, administrative regulations or the provisions of the Articles of Association in the performance of their duties for the Company, causing loss to the Company, the aforementioned shareholders may request the Board of Directors in writing to initiate legal proceedings in the People's Court.

In the event that the Audit Committee or the Board of Directors refuse to file an action upon receipt of the Shareholders' written request specified in the preceding paragraph, or fail to file an action within 30 days upon receipt thereof, or in the event that the failure to immediately file an action in an emergency case will cause irreparable damage to the interests of our Company, the Shareholder(s) specified in the preceding paragraph may, in their own name, directly file an action to a People's Court for the interest of the Company.

In the event that any other person infringes upon the legitimate rights and interests of our Company and causes losses thereto, the shareholders as stipulated in paragraph 1 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, supervisors, or senior management of a wholly-owned subsidiary of the Company violate laws, administrative regulations or the provisions of the Articles of Association in the performance of their duties, causing loss to the Company, or where any other person infringes upon the lawful rights and interests of a wholly-owned subsidiary of the Company and causes loss, shareholders individually or jointly holding 1% or more of the Company's shares for 180 consecutive days or more may, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, request the supervisory committee or the board of directors of the wholly-owned subsidiary in writing to initiate legal proceedings in a People's Court, or directly initiate legal proceedings in a People's Court in their own names.

Where a wholly-owned subsidiary of the Company does not have a supervisory committee or supervisors, but has an audit committee, the provisions of paragraphs 1 and 2 of this Article shall apply.

Article 37 In the event of a Director or senior management person violates laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association, thereby damaging the interests of the Shareholder(s), the Shareholder(s) may file an action with a People's Court.

Article 38 The obligations of the Company's shareholders are as follows:

(i) To abide by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association;

(ii) To provide Share capital according to the Shares subscribed for and Share participation methods;

(iii) Not to withdraw their share capital unless prescribed otherwise in laws and regulations;

(iv) Not to abuse Shareholders' rights to infringe upon the interests of the Company or other Shareholders; not to abuse the Company's status as an independent legal entity or the limited liability of Shareholders to damage the interests of the Company's creditors;

(v) Other obligations that shall be assumed as stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed, and the Articles of Association.

Where a shareholder of the Company abuses their shareholder rights and causes loss to the Company or other shareholders, such shareholder shall be liable for compensation in accordance with the law. Where a shareholder of the Company abuses the independent legal entity status of the Company and the limited liability of shareholders to evade debts, thereby seriously damaging the interests of the creditors of the Company, such shareholder shall bear joint and several liability for the debts of the Company.

The Company shall not provide funds, goods, services or other assets to its shareholders or de facto controllers free of charge or on obviously unfair terms; shall not provide funds, goods, services or other assets to its shareholders or de facto controllers who obviously lack solvency; shall not provide guarantees for its shareholders or de facto controllers who obviously lack solvency, or provide guarantees for its shareholders or de facto controllers without justifiable reasons; and shall not waive its creditor's rights against its shareholders or de facto controllers or assume the debts of its shareholders or de facto controllers without justifiable reasons. For any transactions involving the provision of funds, goods, services or other assets between the Company and its shareholders or de facto controllers, the deliberation procedures of the Board of Directors and the Shareholders' general meeting shall be fulfilled strictly in accordance with the decision-making system regarding connected transactions under the Articles of Association.

Article 39 Where the shares held by a shareholder holding 5% or more of the voting shares of the Company are pledged, frozen, judicially auctioned, kept in custody, placed in trust or legally subject to voting restrictions, such shareholder shall submit a written report to the Company on the day such fact occurs.

Section 2 Controlling Shareholders and De Facto Controllers

Article 40 The controlling shareholders and de facto controllers of the Company shall exercise their rights and fulfill their obligations and safeguard the interests of the listed company in accordance with the provisions of the laws, administrative regulations, and the provisions of the CSRC and stock exchange(s) of the place(s) where the Company's shares are listed.

Article 41 The controlling shareholders and de facto controllers of the Company shall comply with the following provisions:

(i) Exercise shareholder rights in accordance with the law, and not abuse their control or utilize connected or related relationships to damage the lawful rights and interests of the Company or other Shareholders;

(ii) Strictly fulfill the public statements and various undertakings made by them, and not alter or waive them without authorization;

(iii) Strictly fulfill information disclosure obligations in accordance with the relevant regulations, actively cooperate with the Company in its information disclosure work, and timely inform the Company of significant events that have occurred or are about to occur;

(iv) Not misappropriate the funds of the Company in any manner;

(v) Not compel, instigate or require the Company and relevant personnel to provide guarantees in violation of laws and regulations;

(vi) Not utilize the undisclosed material information of the Company to seek benefits, not disclose any undisclosed material information related to the Company in any manner, and not engage in insider trading, short-swing trading, market manipulation or other acts in violation of laws and regulations;

(vii) Not damage the lawful rights and interests of the Company and other Shareholders in any manner through unfair related (connected) transactions, profit distribution, asset restructuring, external investment, etc.;

(viii) Ensure the integrity of the Company's assets, and the independence of its personnel, finance, organization and business, and not to affect the independence of the Company in any manner;

(ix) Other provisions of laws, administrative regulations, the regulations of the CSRC, the securities regulatory rules of the place where the shares of the Company are listed, and the Articles of Association.

Where the controlling shareholder or de facto controller of the Company does not serve as a director of the Company but actually carries out the affairs of the Company, the provisions of the Articles of Association regarding the duty of loyalty and duty of diligence of directors shall apply.

Where the controlling shareholder or de facto controller of the Company instructs the directors or senior management members to engage in acts that damage the interests of the Company or shareholders, they shall bear joint and several liability with such directors and senior management members.

Article 42 Where the controlling shareholder or de facto controller pledges the shares of the Company held or actually controlled by them, they shall maintain the stability of the Company's control and its production and operation.

Article 43 Where the controlling shareholders or de facto controllers transfer the shares of the Company held by them, they shall comply with the restrictive provisions on share transfer in the laws, administrative regulations, and the regulations of the CSRC and the stock exchange of the place where the shares of the Company are listed, as well as the undertakings made by them regarding the restriction on share transfer.

Section 3 General Provisions for Shareholders' General Meeting

Article 44 The Shareholders' general meeting of the Company shall comprise all the shareholders. The Shareholders' general meeting is the organ of authority of the Company, which exercises the following functions and powers in accordance with laws:

(i) To elect or remove the Directors and to decide on matters relating to the remuneration of Directors;

(ii) To examine and approve reports of the Board of Directors;

(iii) To examine and approve the Company's proposals for profit distribution plans and loss recovery plans;

(iv) To decide on any increase or decrease of the Company's registered capital;

(v) To decide on the issue of corporate bonds by the Company;

(vi) To decide on matters such as merger, division, dissolution and liquidation or change of corporate form of the Company;

(vii) To amend the Articles of Association;

(viii) To decide on the appointment and dismissal of an accounting firm that undertakes the Company's audits;

(ix) To examine and approve the provision of guarantees stipulated in Article 45 of the Articles of Association;

(x) To examine matters relating to the purchases and disposals of the Company's material assets within one year, which exceed 30% of the Company's latest audited total assets;

(xi) To examine and approve matters relating to changes in the use of proceeds;

(xii) To examine the equity incentive plans and employee stock ownership plans;

(xiii) To examine any transactions where any applicable percentage ratio calculated by the Company pursuant to the percentage ratios requirement under Chapter 14 of the Hong Kong Listing Rules amounts to twenty-five percent (25%) or more (including one-off transactions and a series of transactions requiring a combined percentage ratio, but excluding any transactions that may be exempted from approval of the Shareholders' general meeting under the Hong Kong Listing Rules or with the approval of the Hong Kong Stock Exchange) or any connected transactions where any applicable percentage ratio under Chapter 14A of the Hong Kong Listing Rules reaches five percent (5%) or more (including one-off transactions and a series of transactions requiring a combined percentage ratio, but excluding any connected transactions that may be exempted from approval of the Shareholders' general meeting under the Hong Kong Listing Rules or with the approval of the Hong Kong Stock Exchange);

(xiv) To examine other matters as required by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed as well as the Articles of Association, which shall be decided by the Shareholders' general meeting.

Except for authorizing the Board of Directors to adopt resolutions on the issuance of corporate bonds, the functions and powers of the Shareholders' general meeting set forth above shall not be exercised by the Board of Directors or other institutions and individuals on its behalf by way of authorization. Except for the matters specified above, the Shareholders' general meeting may authorize or delegate the Board of Directors and/or persons authorized by the Board of Directors to carry out the matters it authorizes or delegates, subject to the mandatory provisions of laws and regulations and the relevant laws and regulations and regulatory rules of the place where the Company's shares are listed.

A Shareholders' general meeting may resolve to remove a Director, with the removal taking effect on the date the resolution is made. If a Director is removed prior to the expiration of his/her term of office without any reasonable grounds, he/she may request compensation from the Company.

Article 45 External guarantees to be approved at the Shareholders' general meeting shall be considered and approved by the Board of Directors before being submitted to the Shareholders' general meeting for approval. The Board of Directors shall be entitled to consider and approve external guarantees other than those subject to the approval of the Shareholders' general meeting as aforesaid. The following external guarantees provided by the Company shall be subject to the approval of the Shareholders' general meeting:

(i) Any guarantee to be provided after the total amount of external guarantees provided by the Company and the subsidiaries it controls exceeds 50% of the Company's net assets as audited in the latest period;

(ii) Any guarantee to be provided after the total amount of external guarantees provided by the Company exceeds 30% of the Company's total assets as audited in the latest period;

(iii) The total amount of external guarantees provided by the Company within one year has exceeded 30% of the Company's total assets as audited in the latest period;

(iv) Any guarantee to be provided for a guaranteed party whose ratio of liabilities to assets exceeds 70%;

(v) A single guarantee with an amount exceeding 10% of the Company's net assets as audited in the latest period;

(vi) Guarantees to be provided to a Shareholder, or to de facto controllers and their related (connected) parties thereof;

(vii) Other guarantees required by the relevant laws, administrative regulations, departmental rules, regulatory documents, securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association that shall be considered by the Shareholders' general meeting.

When the Shareholders' general meeting deliberates the guarantee proposal for shareholders, de facto controllers and their related (connected) parties, such shareholder or the shareholder controlled by such de facto controllers shall not participate in such voting, and such voting shall be passed by more than half of the voting rights held by other shareholders present at the Shareholders' general meeting.

If the Company provides external guarantees in violation of the authority of the Shareholders' general meeting and the Board of Directors to approve external guarantees and in violation of the approval authority and approval procedure, the Company shall hold relevant personnel accountable in accordance with relevant laws, regulations, regulatory documents, securities regulatory rules for the place where the shares of the Company are listed and the Articles of Association.

Article 46 Shareholders' General meetings are divided into annual general meetings and extraordinary general meetings.

Annual general meeting shall be convened once a year and be held within six months of the end of the previous fiscal year.

Article 47 The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:

(i) The number of Directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in the Articles of Association;

(ii) The uncovered losses of the Company reach one-third of its total share capital;

(iii) Shareholders individually or jointly holding 10% or more of the shares of the Company request;

(iv) The Board of Directors considers it necessary;

(v) The Audit Committee proposes that such a meeting shall be held;

(vi) Other circumstances stipulated by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association.

Article 48 The venue for convening a Shareholders' general meeting of the Company shall be the domicile of the Company, or the venue explicitly stated in the notice of the meeting. The Shareholders' general meeting shall have a meeting venue and be convened in the form of a physical meeting, and the specific venue of the meeting shall be explicitly stated in the notice of the Shareholders' general meeting. The Company will also provide other means to facilitate shareholders' attendance at the Shareholders' general meeting in accordance with the relevant regulations and the resolutions made by the Board of Directors. Shareholders who attend the Shareholders' general meeting through the aforementioned means shall be deemed present. After the notice of the Shareholders' general meeting is dispatched, the venue for the physical meeting of the Shareholders' general meeting shall not be changed without justifiable reasons.

Under the premise of ensuring that the Shareholders' general meeting is lawful and valid, the Company may also provide online, video, telephone or other means to facilitate shareholders' attendance at the Shareholders' general meeting in accordance with the provisions of laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the shares of the Company are listed. Shareholders who attend the Shareholders' general meeting through the aforementioned means shall be deemed present. If shareholders remotely attend the Shareholders' general meeting via online, video, telephone or other means, they shall complete registration and identity verification in advance in accordance with the requirements of the notice of the Shareholders' general meeting, send their personal information to the Company, and use the web link and password provided by the Company to attend the Shareholders' general meeting. Without affecting the normal convening of the Shareholders' general meeting, the Board of Directors and the chairman of the meeting will arrange for shareholders attending the Shareholders' general meeting remotely to speak and ask questions during the Shareholders' general meeting.

Section 4 Convening of Shareholders' General Meeting

Article 49 The Shareholders' general meeting shall be convened by the Board of Directors in accordance with the law, unless otherwise provided by laws or these Articles of Association.

Article 50 The Board of Directors shall convene the Shareholders' general meeting on time within the prescribed period. With the consent of more than half of all independent directors, the independent directors shall have the right to propose to the Board of Directors the convening of an extraordinary general meeting. Regarding the proposal of the independent directors to convene an extraordinary general meeting, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, and these Articles of Association, provide a written feedback opinion agreeing or disagreeing to convene the extraordinary general meeting within ten days upon receipt of the proposal. If the Board of Directors agrees to convene the extraordinary general meeting, it shall issue a notice of convening such Shareholders' general meeting within five days after making the resolution of the Board of Directors; if the Board of Directors disagrees to convene the extraordinary general meeting, it shall state the reasons and make an announcement.

Article 51 The Audit Committee shall propose to the Board of Directors the convening of an extraordinary general meeting in written form. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, and these Articles of Association, provide a written feedback opinion agreeing or disagreeing to convene the extraordinary general meeting within ten days upon receipt of the proposal.

If the Board of Directors agrees to convene the extraordinary general meeting, it will issue a notice of convening such Shareholders' general meeting within five days after making the resolution of the Board of Directors. Any change to the original proposal 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 ten days upon receipt of the proposal, the Board of Directors shall be deemed unable or failing to perform the duty of convening such Shareholders' general meeting, and the Audit Committee may convene and preside over the meeting on its own.

Article 52 Shareholders individually or jointly holding 10% or more of the shares of the Company shall have the right to request the Board of Directors to convene an extraordinary general meeting, and shall submit such request in writing to the Board of Directors. The Board of Directors shall in accordance with the provisions of laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed and these Articles of Association, provide written feedback on whether or not to convene the extraordinary general meeting within 10 days after receiving the request.

Where the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening such Shareholders' general meeting within 5 days after the resolution of the Board of Directors is made, and changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

Where the Board of Directors does not agree to convene an extraordinary general meeting, or fails to give feedback within 10 days after receiving the request, shareholders who individually or jointly hold 10% or more of the Company's shares have the right to propose to the Audit Committee to hold an extraordinary general meeting, and shall make a written request to the Audit Committee.

Where the Audit Committee agrees to convene an extraordinary general meeting, it shall issue a notice of convening such Shareholders' general meeting within 5 days of receiving the request, and any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

Where the Audit Committee fails to issue a notice of the Shareholders' general meeting within the prescribed time limit, it shall be deemed that the Audit Committee has not convened and presided over the Shareholders' general meeting, and shareholders who individually or jointly hold 10% or more of the Company's shares for 90 consecutive days or more may convene and preside over it on their own.

Article 53 Where the Audit Committee or shareholders decide to convene a Shareholders' general meeting by themselves, they shall notify the Board of Directors in writing.

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

Article 54 The Board of Directors and its secretary shall cooperate with the Audit Committee or the shareholder(s) convening the Shareholders' general meeting on their own. The Board of Directors will provide the register of members as of the record date.

Article 55 The expenses necessary for the Shareholders' general meeting convened by the Audit Committee or the shareholders themselves shall be borne by the Company.

Section 5 Proposals and Notice of Shareholders' General Meeting

Article 56 The content of the proposals shall fall within the scope of the functions and powers of the Shareholders' general meeting, with specific topics and specific resolutions, and in compliance with the relevant provisions of laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed and these Articles of Association.

Article 57 When the Company convenes a Shareholders' general meeting, the Board of Directors, the Audit Committee and shareholders individually or jointly holding 1% or more of the shares of the Company shall have the right to put forward proposals to the Company.

Shareholders who individually or jointly hold 1% or more of the shares of the Company may submit an interim proposal in writing to the convener 10 days prior to the convening of the Shareholders' general meeting. The convener shall issue a supplementary notice of the Shareholders' general meeting within 2 days after receiving the proposal, and announce the contents of the interim proposal, and submit the same to the Shareholders' general meeting for consideration, unless the interim proposal violates the laws, administrative regulations or provisions of these Articles of Association, or does not fall within the scope of the functions and powers of the Shareholders' general meeting. Where the Shareholders' general meeting is postponed in accordance with the requirements of the securities regulatory rules of the place where the shares of the Company are listed due to the issuance of a supplementary notice of the Shareholders' general meeting, the convening of the Shareholders' general meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the shares of the Company are listed.

Except for the circumstances prescribed in the preceding paragraph, after the convener has issued the notice of the Shareholders' general meeting, the convener shall not modify the proposals already listed in the notice of the Shareholders' general meeting or add new proposals. If the convener needs to supplement or amend the content of a proposal in accordance with applicable requirements, no substantive changes to the proposal shall be made. Any supplementary or corrective announcement shall be issued before the commencement of the voting at the Shareholders' general meeting. If a substantive amendment is made to the proposal, such change shall be regarded as a new proposal and shall not be submitted for voting at the current Shareholders' general meeting.

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

Article 58 The convener shall notify all shareholders in writing (including by way of announcement) 21 days before the convening of an annual general meeting, and notify all shareholders in writing (including by way of announcement) 15 days before the convening of an extraordinary general meeting. When calculating the starting period, the Company shall not include the day on which the meeting is convened, but shall include the day on which the notice is issued.

Article 59 The notice of a Shareholders' general meeting includes the following:

(i) The time, place and duration of the meeting;

(ii) The matters and proposals to be discussed at the meeting;

(iii) A statement using clear and prominent wording to the effect that all Shareholders have the right to attend the Shareholders' general meeting, and may entrust a proxy in writing to attend the meeting and vote. Such a proxy does not need to be a shareholder of the Company;

(iv) The record date of the Shareholders entitled to attend the Shareholders' general meeting;

(v) The name and telephone number of the standing contact person for the meeting;

(vi) The time and procedure for voting via online or other means (if any);

(vii) Other matters as required by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed, and other applicable provisions.

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

The interval between the record date and the meeting date shall be no more than 7 working days. Once the record date is confirmed, it shall not be changed.

Article 60 Where the Shareholders' general meeting intends to discuss the election of directors, the notice of the Shareholders' general meeting shall fully disclose the detailed information of the director candidates, which shall at least include the following contents:

(i) whether there are any circumstances under which they are not allowed to be nominated as directors; whether they meet the qualifications required by laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the shares of the Company are listed, and these Articles of Association;

(ii) personal particulars such as educational background, work experience, and concurrent positions; special descriptions shall be given to their work experience in entities such as the shareholders and de facto controllers of the Company, and their serving as directors, supervisors, and senior management in other institutions in the past five years;

(iii) whether there are any connected relationships with the Company or the controlling shareholder and de facto controller of the Company, whether there are any connected relationships with shareholders holding 5% or more of the shares and their de facto controllers, and whether there are any connected relationships with other directors and senior management of the Company;

(iv) the number of the Company's shares held;

(v) whether they have been penalized by the CSRC and other relevant authorities or disciplined by the stock exchange, and whether they are suspected of committing crimes and have been filed for investigation by judicial authorities, or suspected of violations of laws and regulations and have been filed for inspection by the CSRC, without a clear conclusion yet. If so, the convener shall disclose the specific circumstances of the aforementioned situations of such candidate, the reasons for nominating such candidate, whether it will have an impact on the standardized operation and corporate governance of the listed company, and the countermeasures of the Company; and

(vi) whether the candidate has engaged in any acts of bad faith.

Each director candidate shall be proposed in a separate proposal.

Article 61 After the notice of the Shareholders' general meeting is dispatched, the Shareholders' general meeting shall not be postponed or cancelled, and the proposals set out in the notice of the Shareholders' general meeting shall not be cancelled without justifiable reasons. Once the circumstance of postponement or cancellation occurs, the convener shall make an announcement and explain the reasons in accordance with laws, regulations and the securities regulatory rules of the place where the shares of the Company are listed. Where the Shareholders' general meeting is postponed, the postponed convening date shall be announced in the notice. Where the convener is the Board of Directors or the Audit Committee, the Board of Directors or the Audit Committee shall convene a meeting to consider the matter of cancelling the Shareholders' general meeting. Where the securities regulatory rules of the place where the shares of the Company are listed have special provisions on the procedures for postponing or cancelling a Shareholders' general meeting, such provisions shall prevail, provided that domestic regulatory requirements are not violated.

If the title and content of the proposal remain unchanged, and the convener subsequently intends to re-issue the notice of the Shareholders' general meeting to submit it to a new Shareholders' general meeting for consideration, the relevant proposal is not required to be considered by the Board of Directors again and may be directly submitted to the new Shareholders' general meeting, but the Board of Directors needs to make corresponding resolutions on matters such as proposing to convene the new Shareholders' general meeting and submitting the relevant proposal to such Shareholders' general meeting.

Section 6 Holding of the Shareholders' General Meeting

Article 62 The Board of Directors of the Company and other conveners shall take necessary measures to ensure the normal order of the Shareholders' general meeting. Measures shall be taken to halt any acts of interfering with the Shareholders' general meeting, provoking troubles, and infringing upon the lawful rights and interests of shareholders, and such acts shall be promptly reported to the relevant authorities for investigation and punishment.

Article 63 All shareholders registered on the record date or their proxies are entitled to attend the Shareholders' general meeting, speak and vote in accordance with relevant laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, and these Articles of Association (including abstaining from voting on specific matters in accordance with the relevant regulations).

A shareholder may attend, speak and vote at the Shareholders' general meeting in person or by proxy. Any Shareholder entitled to attend and vote at a Shareholders' meeting shall have the right to appoint one or more persons, who need not be shareholders, as his/her/its proxy or proxies to attend and vote at the meeting on his/her/its behalf.

Article 64 Individual shareholders attending the meeting in person shall present their personal identity cards or other valid certificates that can verify their identities. Proxies attending the meeting shall present their personal identity cards and the proxy statements from the shareholder.

Corporate shareholders shall be represented by their legal representatives/managing partners (authorized representatives) or proxies authorized by the legal representatives/managing partners (authorized representatives). Legal representatives/managing partners (authorized representatives) attending the meeting shall present their personal identity cards and valid documents that can prove their qualifications as the legal representatives/managing partners (authorized representatives). Proxies authorized to attend the meeting shall present their personal identity cards and the written proxy statement legally issued by the legal representatives/managing partners (authorized representatives) of the corporate shareholder, except for shareholders who are a recognized clearing house as defined in the relevant ordinances in force from time to time under the laws of Hong Kong or the securities regulatory rules of the place where the shares of the Company are listed (hereinafter referred to as the "Recognized Clearing House") and its nominees.

If the shareholder is a Recognized Clearing House (or its nominees) as defined under any relevant ordinances as amended from time to time in Hong Kong, the shareholder may authorize one or more persons as it deems appropriate to act as its representative at any Shareholders' general meeting or any class meeting; however, if more than one person is authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized may act on behalf of the Recognized Clearing House (or its nominees) as if such person were an individual shareholder of the Company (without presenting a shareholding certificate, notarized authorization and/or further evidence confirming their due authorization), and shall be entitled to statutory rights equal to those of other shareholders, including the right to speak and vote.

Article 65 The power of attorney issued by a shareholder to authorize another person to attend the Shareholders' general meeting shall contain the following contents:

(i) the name or title of the principal, and the class and number of the Company's shares held;

(ii) the name or title of the proxy;

(iii) the specific instructions of the shareholder, including instructions to vote in favor of, against, or abstain from voting on each matter to be considered on the agenda of the Shareholders' general meeting;

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

(v) the signature (or seal) of the principal. Where the principal is a legal person shareholder, the seal of the legal person entity shall be affixed.

Article 66 Where the power of attorney for proxy voting is signed by a person authorized by the principal, the letter of authorization or other authorization documents for signing shall be notarized. The notarized letter of attorney or other document of authority shall be deposited at the domicile of the Company or such other place as is specified in the notice convening the meeting. The instrument appointing a proxy shall be deposited at the domicile of the Company or such other place as is specified in the notice convening the meeting at least twenty-four hours before the time appointed for holding the relevant meeting at which the proxy is authorized to vote, or twenty-four hours before the specified time appointed for the taking of the poll.

Article 67 The meeting register of persons attending the meeting shall be prepared by the Company.

The meeting register shall set out matters such as the names (or entity titles) of the persons attending the meeting, identity card numbers, the number of voting shares held or represented, and the names (or entity titles) of the principals.

Article 68 The convener shall verify the lawfulness of the shareholders' qualifications based on the register of members provided by the securities registration and clearing institution, and shall register the names (or titles) of the shareholders and the number of voting shares held by them. The meeting registration shall be terminated before the chairman of the meeting announces the number of shareholders and proxies attending the physical meeting and the total number of voting shares held by them.

Article 69 Where the Shareholders' general meeting requires directors and senior management to attend the meeting as non-voting participants, the directors and senior management shall attend as non-voting participants and answer the inquiries of shareholders.

Article 70 The Shareholders' general meeting shall be presided over by the chairman of the Board of Directors. Where the chairman of the Board of Directors is unable or fails to perform their duties, the meeting shall be presided over by the vice chairman of the Board of Directors; where the vice chairman of the Board of Directors is unable or fails to perform their duties, the meeting shall be presided over by a director jointly elected by more than half of the directors.

A Shareholders' general meeting convened by the Audit Committee on its own shall be presided over by the convener of the Audit Committee. Where the convener of the Audit Committee is unable or fails to perform their 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.

A Shareholders' general meeting convened by shareholders on their own shall be presided over by the convener or a representative elected by them.

When a Shareholders' general meeting is convened, if the chairman of the meeting violates the rules of procedure such that the Shareholders' general meeting cannot proceed, subject to the consent of shareholders holding more than half of the voting rights present at the Shareholders' general meeting, the Shareholders' general meeting may elect one person to serve as the chairman of the meeting to continue the meeting.

Article 71 The Company shall formulate the rules of procedure for the Shareholders' general meeting to specify in detail the convening, holding, and voting procedures of the Shareholders' general meeting, including notice, registration, consideration of proposals, voting, vote counting, announcement of voting results, formation of meeting resolutions, meeting minutes and their signing, as well as the principles of authorization by the Shareholders' general meeting to the Board of Directors, and the contents of the authorization shall be explicit and specific. The rules of procedure for the Shareholders' general meeting shall be annexed to these Articles of Association, formulated by the Board of Directors and approved by the Shareholders' general meeting.

Article 72 At the annual general meeting, the Board of Directors shall make a report to such Shareholders' general meeting on its work over the past year. The independent directors shall also make work reports.

Article 73 The directors and senior management shall provide explanations and clarifications in response to the inquiries and suggestions of the shareholders at the Shareholders' general meeting.

Article 74 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the physical meeting and the total number of voting shares held by them, and the number of shareholders and proxies attending the physical meeting and the total number of voting shares held by them shall be based on the meeting registration.

Article 75 The Shareholders' general meeting shall keep meeting minutes, which shall be the responsibility of the secretary to the Board of Directors.

The meeting minutes shall record the following contents:

(i) the time, venue, agenda of the meeting and the name or title of the convener;

(ii) the name of the chairman of the meeting and the names of the directors and senior management attending the meeting in a non-voting capacity;

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

(iv) the consideration process, main points of speeches and voting results for each proposal;

(v) the inquiries or suggestions of shareholders and the corresponding replies or explanations;

(vi) the names of vote counters and scrutineers; and

(vii) other contents that shall be recorded in the meeting minutes as stipulated by these Articles of Association.

Article 76 The convener shall ensure that the contents of the meeting minutes are true, accurate and complete. The directors, the secretary to the Board of Directors, the convener or their representative, and the chairman of the meeting attending the meeting in a voting or non-voting capacity shall sign the meeting minutes. The meeting minutes shall be kept together with the signature register of shareholders attending the physical meeting, the power of attorney for proxies attending the meeting, and the valid materials regarding voting via online and other means, for a keeping period of not less than ten years.

Article 77 The convener shall ensure that the Shareholders' general meeting is held continuously until a final resolution is formed. Where the Shareholders' general meeting is suspended or unable to make a resolution due to special reasons such as force majeure, necessary measures shall be taken to resume the convening of the Shareholders' general meeting as soon as possible or directly terminate the current Shareholders' general meeting, and an announcement shall be made in a timely manner.

Section 7 Voting and Resolutions at the Shareholders' General Meeting

Article 78 The resolutions of the Shareholders' general meeting are divided into ordinary resolutions and special resolutions.

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

A special resolution at a Shareholders' general meeting shall be passed by at least two-thirds of the voting rights held by the shareholders present at the Shareholders' general meeting (including proxies).

Article 79 The following matters shall be passed by ordinary resolution at the Shareholders' general meeting:

(i) The work reports of the Board of Directors;

(ii) The profit distribution plans and loss make-up plans formulated by the Board of Directors;

(iii) The appointment and removal of members of the Board of Directors, as well as their remuneration and methods of payment;

(iv) The engagement, dismissal or non-reappointment of accounting firms and their remuneration;

(v) The annual reports of the Company;

(vi) Other matters other than those required to be passed by special resolution as stipulated by laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, or these Articles of Association.

Article 80 The following matters shall be passed by special resolution at the Shareholders' general meeting:

(i) The increase or reduction of the registered capital of the Company;

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

(iii) The amendment to these Articles of Association;

(iv) The purchase or sale of material assets or the provision of guarantees to others by the Company within one year, the amount of which exceeds 30% of the latest audited total assets of the Company;

(v) The equity incentive plan;

(vi) The repurchase of the Company's shares under the circumstances set out in items (1) to (2) of paragraph 1 of Article 22 of these Articles of Association;

(vii) Other matters stipulated by laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, or these Articles of Association, as well as those determined by the Shareholders' general meeting by way of an ordinary resolution to have a material impact on the Company and require to be passed by a special resolution.

Article 81 Shareholders (including proxies) shall exercise their voting rights in accordance with the number of voting shares they represent and the corresponding number of voting rights, pursuant to applicable laws, regulations, and these Articles of Association, and each share shall be entitled to one vote. In the case of a vote by poll, a shareholder (including proxies) holding two or more votes does not need to cast all votes in favor, against or abstain.

The shares of the Company held by the Company shall have no voting right, and such shares shall not be counted in the total number of shares with voting rights at the Shareholders' general meeting.

If any shareholder is required to be prohibited from voting, abstain from voting on the relevant resolutions or be restricted to voting only for or against the specific resolutions pursuant to any law, administrative regulation, departmental rule, or the securities regulatory rules of the place where the Company's shares are listed, any votes cast by such shareholder(s) or their proxies, in violation of the foregoing requirement or restriction, shall not be taken into account in the result of such voting.

Article 82 When the Shareholders' general meeting considers matters relating to connected transactions, connected shareholders shall not participate in voting, and the number of voting shares represented by them shall not be counted in the total number of valid votes; the announcement of the resolutions of the Shareholders' general meeting shall fully disclose the voting results of non-connected shareholders (subject to the requirements of the securities regulatory rules of the place where the shares of the Company are listed).

When the Shareholders' general meeting considers matters relating to connected transactions, connected shareholders shall proactively explain the situation to the Shareholders' general meeting and expressly state that they will not participate in voting. If connected shareholders fail to proactively explain the connected relationships, other shareholders may require them to explain the situation and abstain from voting. If connected shareholders fail to explain the situation or abstain from voting, the shares held by them shall not be counted in the total number of valid voting shares regarding the voting on the matters relating to connected transactions.

After the conclusion of the Shareholders' general meeting, if other shareholders discover that connected shareholders have participated in the voting on matters relating to connected transactions, or if shareholders have objections as to whether the abstention should apply, they shall have the right to initiate legal proceedings in a People's Court regarding the relevant resolutions in accordance with the provisions of these Articles of Association.

Where connected shareholders expressly state their abstention, other shareholders attending the Shareholders' general meeting shall consider and vote on the matters relating to connected transactions, and the voting results shall have the same legal effect as other resolutions passed by the Shareholders' general meeting.

The formation of a resolution on matters relating to connected transactions shall be passed by more than half of the voting shares held by non-connected shareholders attending the Shareholders' general meeting. However, when the matters relating to connected transactions involve the matters stipulated in Article 80 of these Articles of Association, the resolution of the Shareholders' general meeting shall be valid only if passed by more than two-thirds of the voting rights held by the non-connected shareholders attending the Shareholders' general meeting.

Article 83 Unless the Company is in a special situation such as a crisis, without the approval by a special resolution at a Shareholders' general meeting, the Company shall not enter into any contract with any person other than a director or senior management to hand over the management of all or important businesses of the Company to such person.

Article 84 The list of director candidates shall be submitted to the Shareholders' general meeting for voting in the form of a proposal.

Article 85 The Shareholders' general meeting shall vote on all proposals item by item. For different proposals on the same matter, voting shall be conducted in the chronological order in which the proposals are presented. Except where the Shareholders' general meeting is suspended or unable to make a resolution due to special reasons such as force majeure, the Shareholders' general meeting shall not shelve or fail to vote on the proposals.

Article 86 When the Shareholders' general meeting considers a proposal, no modifications shall be made to the proposal. Any alteration shall be deemed as a new proposal and shall not be voted on at the current Shareholders' general meeting.

Article 87 The same voting right may only choose one of the voting methods, either at a physical meeting or other methods, at a single Shareholders' general meeting. If repeated voting occurs for the same voting right, the result of the first vote shall prevail.

Article 88 The Shareholders' general meeting shall vote by poll.

Article 89 Before the Shareholders' general meeting votes on a proposal, two shareholder representatives shall be elected to participate in counting and scrutinizing the votes. Where the matters under consideration are connected to a shareholder, the relevant shareholder and their proxies shall not participate in the counting or scrutinizing of votes.

When the Shareholders' general meeting votes on a proposal, the shareholder representatives shall be jointly responsible for counting and scrutinizing the votes, and the voting results shall be announced on the spot. The voting results of the resolutions shall be recorded in the meeting minutes.

Article 90 The ending time of the physical Shareholders' general meeting shall not be earlier than that of other methods. The chairman of the meeting shall announce the voting situation and results of each proposal, and announce whether the proposal is passed based on the voting results.

Prior to the formal announcement of the voting results, the relevant parties involved in the physical Shareholders' general meeting and other voting methods, including the Company, vote counters, scrutineers, shareholders, and network service providers (if any), shall bear the obligation of confidentiality regarding the voting situation.

Article 91 Shareholders attending the Shareholders' general meeting shall express one of the following opinions on the proposals submitted for voting: in favor, against, or abstain. Exceptions shall apply where the securities registration and clearing institution, acting as the nominee holder of shares under the mutual market access mechanism between the Mainland and Hong Kong stock markets, makes declarations according to the intentions of the actual holders (if applicable).

Unfilled, wrongly filled, illegible voting slips, and uncast voting slips shall be deemed as a waiver of the voter's right to vote, and the voting results of the number of shares held by them shall be counted as "abstain".

Article 92 If the chairman of the meeting has any doubts as to the result of a resolution submitted for voting, they may organize a counting of the votes cast; if the chairman of the meeting does not conduct a vote count, shareholders or their proxies attending the meeting who object to the result announced by the chairman of the meeting shall have the right to demand a vote count immediately after the announcement of the voting results, and the chairman of the meeting shall organize a vote count immediately.

Article 93 The resolutions of the Shareholders' general meeting shall be announced in a timely manner in accordance with the relevant laws, administrative regulations, and the securities regulatory rules of the place where the shares of the Company are listed. The announcement shall set out the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and the proportion they represent to the total number of voting shares of the Company, the voting method, the voting result of each proposal, and the contents of each passed resolution, among other relevant matters.

Article 94 Where a proposal is not passed, or the current Shareholders' general meeting alters a resolution of a previous Shareholders' general meeting, a special reminder shall be made in the announcement of the resolutions of the Shareholders' general meeting in accordance with the relevant laws, administrative regulations, and the securities regulatory rules of the place where the shares of the Company are listed.

Article 95 Where the Shareholders' general meeting passes a proposal relating to the election of directors, the term of office of the newly appointed directors shall be calculated from the date on which the resolution of the Shareholders' general meeting is made.

Article 96 Where the Shareholders' general meeting passes a proposal relating to the distribution of cash dividends, bonus issues, or capitalization of capital reserves into share capital, the Company will implement the specific plan within two months after the conclusion of the Shareholders' general meeting. If the specific plan cannot be implemented within two months in response to the provisions of laws, regulations, and the securities regulatory rules of the place where the shares of the Company are listed, the implementation date of the specific plan may be adjusted accordingly in accordance with such provisions and the actual situation, and the implementation shall be completed as soon as possible within the period permitted by such provisions.

CHAPTER 5 BOARD OF DIRECTORS

Section 1 Directors

Article 97 Directors may include executive Directors, non-executive Directors, and independent Directors. Non-executive Director refers to the Director who does not hold any operational management position in the Company. Independent Directors refer to persons who comply with Article 106 hereof. Directors of the Company shall be natural persons and a person may not serve as a Director of the Company in case of any of the following circumstances:

(i) the person is without civil conduct capacity or with limited civil conduct capacity;

(ii) the person who has committed an offence of corruption, bribery, embezzlement or misappropriation of property or sabotaging the market economic order of socialism and has been punished therefor, and five years have not elapsed since the completion of the sentence; or who has been deprived of his/her political rights for a crime, and five years have not elapsed since the completion of the sentence; or, where a suspended sentence was pronounced, two years have not elapsed since the expiry of the probation period for the suspended sentence;

(iii) the person who is a former director, factory director or general manager of a company or enterprise which is insolvent and under liquidation and he/she is personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of such insolvency and liquidation of the company or enterprise;

(iv) the person who is a former legal representative of a company or enterprise which had its business license revoked and was ordered to shut down due to a violation of the law and who incurred personal liability, where less than three years have elapsed since the date of such revocation of the business license 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) the person has been banned from participating in the securities market by the CSRC, and the term of prohibition has not expired;

(vii) the person is publicly deemed by a stock exchange as unsuitable to serve as a director and senior management officer of a listed company, and the term of prohibition has not expired;

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

If any Director is elected or appointed in violation of the provisions of this article, such election, appointment or employment shall be null and void. The Company shall dismiss a Director from office and cease his/her performance of duties if the circumstances of this article arise during his or her term of office.

Article 98 Directors shall be elected or replaced at the Shareholders' general meeting for a term of three years and may be removed from office prior to the expiry of their tenure by Shareholders' general meeting. Directors may be re-elected upon the expiration of the term.

A Director's term of service commences from the date he takes office, until the current term of service of Board of Directors ends. If a Director's term of service expires but a new Director is not elected in a timely manner, the original Director shall continue to carry out the Director's duties according to the laws, administrative regulations, departmental regulations and these articles of association until the newly elected Director takes office.

The Company shall have 1 employee representative Director, who shall be elected by the employees through the employee representative assembly. Such appointment does not require approval by the Shareholders' general meeting.

Subject to relevant laws and regulations, and regulatory rules of the place where the Company's shares are listed, any person appointed as a Director by the Board of Directors to fill a casual vacancy or as an addition to the Board of Directors shall hold office only until the first annual general meeting after his/her appointment and shall be eligible for re-election thereat.

General manager or other senior management officers may serve concurrently as Director, provided that the total number of such Director who concurrently serve as general manager or other senior management officers and the employee representatives shall not exceed a half of the total number of the Directors of the Company.

The Shareholders' general meeting shall remove a Director before expiration of his/her term by an ordinary resolution in accordance with relevant laws and administrative regulations, but shall not dismiss him/her from office without cause (however, any claim which may be raised in accordance with any contract will not be affected).

Article 99 Directors shall comply with laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed, and these articles of association. They owe a duty of loyalty to the Company and shall take measures to avoid conflicts of interest between their personal interests and those of the Company, and must not abuse their authority to seek improper benefits. The Directors undertake the following loyalty duties to the Company:

(i) shall not misappropriate the property of the Company or divert the funds of the Company;

(ii) shall not deposit the funds of the Company into an account opened in their own names or the name of another individual;

(iii) shall not exploit his/her position to accept bribes or to obtain other illegal income;

(iv) shall not, directly or indirectly, enter into any contract or transaction with the Company, unless a report has been submitted to the Board of Directors or the Shareholders' general meeting and a resolution has been duly adopted by the Board of Directors or the Shareholders' general meeting in accordance with the provisions of these articles of association;

(v) shall not exploit their positions to capture business opportunities which should have been taken by the Company for themselves or others, except when they have reported to the Board of Directors or the Shareholders' general meeting and obtained approval through a resolution of the Shareholders' general meeting, or except that the Company is unable to utilize such business opportunity in accordance with laws, administrative regulations, or these articles of association;

(vi) shall not engage in the same type of businesses as the Company's on their own or for others, unless a report has been submitted to the Board of Directors or the Shareholders' general meeting and a resolution has been adopted by the Shareholders' general meeting;

(vii) shall not accept commissions from transactions between others and the Company as their own;

(viii) shall not disclose the secrets of the Company without authorization;

(ix) shall not abuse their related (connected) relationships to damage the Company's interests;

(x) shall not, in violation of the provisions of these Articles of Association, lend Company's fund to any person or provide guarantee for any person using company assets without the consent of either the Shareholders' general meeting or the Board of Directors;

(xi) other fiduciary obligations stipulated in laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed and these articles of association.

Any income derived by the Director in violation of this article shall belong to the Company; where losses are caused to the Company, the Director shall be liable for compensation.

Close relatives of Directors and senior management personnel, enterprises directly or indirectly controlled by Directors, senior management personnel, or their close relatives, as well as other related parties having connections with Directors or senior management personnel, shall comply with the provisions set forth in item (iv) of the first paragraph of this article when entering into contracts or conducting transactions with the Company.

Article 100 Directors shall abide by laws, administrative regulations and these articles of association, and owe a duty of diligence to the Company and shall exercise their duties in the best interests of the Company, with the reasonable care that a manager would normally be expected to exercise. The Directors are required to bear the following duties of diligence to the Company:

(i) shall prudently, earnestly and diligently exercise the powers the Company grants to them to ensure that the Company conducts its commercial activities in a manner that complies with the requirements of state laws, administrative regulations and economic policies of China, and that commercial activities do not go beyond the scope of the business activities stipulated in the business license;

(ii) shall treat all shareholders fairly;

(iii) shall maintain a timely awareness of the operation and management of the Company;

(iv) shall sign written statements confirming the regular reports of the Company, and ensure that the information disclosed by the Company is true, accurate and complete;

(v) shall truthfully provide relevant information and materials to the Audit Committee and shall not obstruct the Audit Committee in exercising its powers;

(vi) other obligations of diligence stipulated in the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed, and these articles of association.

Article 101 In principle, the Directors shall attend the meeting of the Board of Directors in person. A Director attending a meeting of the Board of Directors through the video, telephone, facsimile, email or other methods permitted by these articles of association shall be deemed to be present in person. If a Director fails to attend meetings of the Board of Directors, either in person or by appointing another Director on behalf of him/her, for two consecutive meetings, he/she shall be deemed as failing to perform his/her duties. The Board of Directors shall propose at the Shareholders' general meeting to replace him/her.

Article 102 Directors may resign prior to the expiration of their terms of office. The Directors who resign shall submit to the Company a written report in relation to their resignation. The resignation shall take effect on the day when the Company receives the resignation report. Relevant information shall be disclosed by the Company within two days.

In the event that the resignation of any Director results in the number of members of the Board of Directors of the Company falling below the statutory minimum requirement, the resigned Director shall continue to perform his/her duties in accordance with laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed and these articles of association until the newly elected Director assumes the office.

Article 103 When a Director's resignation becomes effective or his/her term of office expires, he/she shall complete all hand-over procedures with the Board of Directors. The fiduciary duties borne by the Directors to the Company and shareholders shall not necessarily cease after expiry of the term of his/her tenure. They shall remain in force for three years after the resignation of a Director becomes effective or the term of office expires, and his/her obligation to keep the Company's trade secret confidential shall be limited to three years. The liability that a Director should bear due to the performance of his/her duties during the term of office shall not be waived or terminated due to his/her departure.

Article 104 Without the provisions of these articles of association or the lawful authorization of the Board of Directors, no Director shall act in his own name on behalf of the Company or the Board of Directors. When a Director acts in his/her own name, the Director shall declare his/her position and identity in advance if the third party reasonably believes that the Director is acting on behalf of the Company or the Board of Directors.

Article 105 Where the Director causes damage to another party while performing his or her duties for the Company, the Company shall bear liability for compensation; where the Director acts with intent or gross negligence, he or she shall also bear liability for compensation. Where any member of the Directors violates the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed, or these Articles of Association in the performance of his/her duties resulting in any loss to the Company, he or she shall bear liability for compensation.

Article 106 The Company shall have independent Directors. The independent Directors shall be independent of the Company and its substantial shareholders. Independent Directors shall not serve in any other position of the Company. Independent Directors shall perform their duties in accordance with the relevant provisions of the laws, administrative regulations, CSRC and the stock exchange rules of the place where the Company's shares are listed. Independent Directors shall perform their duties as Directors in accordance with the laws, adequately understand the business operations of the Company and the issues considered by the Board of Directors. Independent Directors shall safeguard the interests of the Company as a whole. In the event of any conflict arising among the Company's shareholders or Directors, which has a significant impact on the operation and management of the Company, the independent Directors shall take the initiative to perform their duties and safeguard the interests of the Company as a whole. Independent Directors shall perform their duties independently and not be influenced by the Company's substantial shareholders, de facto controllers, or other interested parties or individuals of the Company. If at any time the Company's independent Directors do not fulfill the requirements set forth in the regulatory rules of the place where the Company's shares are listed, the Company shall make an announcement and rectify the situation in accordance with the requirements of the regulator or regulatory rules of the place where the shares are listed.

Section 2 Board of Directors

Article 107 The Company has established the Board of Directors, which is responsible to the Shareholders' general meeting.

Article 108 The Board of Directors consists of nine Directors, at least three of whom must be independent Directors, representing no less than one-third of the total members. At least one independent Director must possess appropriate accounting or relevant financial management expertise, or meet the professional qualifications required by the stock exchange where the Company's shares are listed. The Board of Directors shall have one chairman and one vice chairman.

Article 109 The Board of Directors exercises the following powers:

(i) to convene the Shareholders' general meeting and report on work to the Shareholders' general meeting;

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

(iii) to determine the business and investment plans of our Company;

(iv) to formulate the earnings distribution and loss offset plans of the Company;

(v) to formulate the plans for increasing or decreasing our Company's registered capital, the issuance of corporate bonds or other securities, as well as the listing of the stock;

(vi) to formulate plans for major acquisitions of the Company, the buy-back of shares of our Company, corporate merger, separation, dissolution and changing the form of our Company;

(vii) to determine such matters as the Company's external investment, purchase or sale of assets, asset pledge, external guarantee, entrusting wealth management, related (connected) transaction and external donation within the scope authorized by the Shareholders' general meeting;

(viii) to decide on the setup of our Company's internal management organization;

(ix) to decide on matters concerning the appointment or dismissal of the general manager, secretary to the Board or other senior management members and to determine their remunerations, reward and reprimand matters; and based on the nomination by the general manager, to decide on matters concerning the appointment or dismissal of vice general manager, the financial officer and other senior management members of the Company and to determine their remunerations, reward and reprimand matters;

(x) to set the basic management systems of our Company;

(xi) to make the modification plan to these articles of association;

(xii) to manage the disclosure of company information;

(xiii) to propose to the Shareholders' general meeting the appointment or replacement of the accounting firm auditing for the Company;

(xiv) to attend to the work report of our Company's general manager and review the work of the general manager;

(xv) to develop and review the Company's policies and practices on corporate governance;

(xvi) to review and monitor the training and continuous professional development of Directors and senior management;

(xvii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

(xviii) to review the Company's compliance with the corporate governance code as set out in Appendix C1 to the Hong Kong Listing Rules and disclosure in the corporate governance report;

(xix) to review and approve transactions that, pursuant to laws, regulations, the Hong Kong Listing Rules, the securities regulatory rules of the place where the shares of the Company are listed, provisions of relevant regulatory authorities, and these articles of association, fall under the purview of the Board of Directors for approval;

(xx) to decide on the Company's repurchase of its own shares in accordance with the circumstances stipulated in items (iii), (v), and (vi) of Article 22 of these articles of association, subject to compliance with the securities regulatory rules of the place where the shares of the Company are listed;

(xxi) to review and approve transactions disclosable under Chapter 14 of the Hong Kong Listing Rules and related (connected) transactions under Chapter 14A of the Hong Kong Listing Rules;

(xxii) to decide on other significant matters of the Company, except for those which are required by the Company Law or these articles of association to be resolved by the Shareholders' general meeting;

(xxiii) other powers and duties authorized by the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed or these articles of association, or the Shareholders' general meeting.

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

Article 110 The Board of Directors of the Company shall explain to the Shareholders' general meeting the non-standard audit opinions on the financial report of the Company issued by the certified accountant in accordance with the relevant laws, administrative regulations and the securities regulatory rules in the place where the shares of the Company are listed.

Article 111 The Board of Directors shall formulate the rules of procedures for the Board of Directors to ensure implementation of the resolutions of the Shareholders' general meeting, enhance work efficiency and ensure scientific decision-making.

The rules of procedures for the Board of Directors, which are annexed to these articles of association, shall be drafted by the Board of Directors and approved by the Shareholders' general meeting.

Article 112 The Board of Directors shall determine the authority of external investments, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted financial management, related (connected) transactions, external donations, etc.; and establish strict review and decision-making procedures. As to substantial investments, experts or professionals shall be engaged for evaluation and shall be reported to the Shareholders' general meeting for approval.

Article 113 The chairman and vice chairman of our Board of Directors shall be elected by more than half of all the Directors of the Board of Directors.

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

(i) to preside over Shareholders' general meetings and convene and preside over meetings of the Board of Directors;

(ii) to supervise and inspect the implementation of resolutions of the Board of Directors;

(iii) to sign important documents of the Board of Directors;

(iv) to organize the formulation of various rules and coordinate the operation of the Board of Directors;

(v) to sign the securities certificates issued by the Company;

(vi) the chairman of the Board of Directors shall make decisions prudently in the event of matters that may have a significant impact on the Company's operations when exercising powers within the scope of his duties and powers (including authorization), and shall submit to the Board of Directors for collective decision-making when necessary;

(vii) to sign on important documents of the Board of Directors and other documents which should be signed by the chairman;

(viii) to listen to regular or ad hoc work reports from the Company's senior management, and to provide guidance opinion on the implementation of the resolutions of the Board of Directors;

(ix) other functions and powers authorized by the laws, regulations, these Articles of Associations and the Board of Directors.

Except for those among the above matters that must be considered and approved by the Board of Directors and the Shareholders' general meeting as required by the Company Law and other relevant laws and regulations, as well as the securities regulatory rules of the place where the shares of the Company are listed.

Article 115 The vice chairman of the Company shall assist the work of the chairman. If the chairman is unable or fails to perform his/her duties, the vice chairman shall perform such duties; if the vice chairman is unable or fails to perform his/her duties, a Director shall be elected jointly by more than half of the Directors to perform such duties.

Article 116 The Board of Directors shall hold at least four meetings each year. The chairman of the Board of Directors convenes a meeting and give written notice to all Directors at least 14 days before the meeting.

Article 117 Shareholders representing more than one-tenth of the voting rights, more than one-third 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 the meeting of the Board of Directors within ten days from the receipt of the proposal.

Article 118 When an extraordinary meeting of the Board of Directors is convened, the Board of Directors shall notify all Directors 3 days prior to the meeting by facsimile, personal delivery, post or e-mail. If an extraordinary meeting of the Board of Directors needs to be held quickly due to urgent circumstances, a meeting notice may be given at any time by telephone or other verbal method, provided that the convener shall give an explanation thereof at the meeting.

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

(i) the date and venue of the meeting;

(ii) the way in which the meeting is held;

(iii) the duration of the meeting;

(iv) the reasons and subject matters;

(v) the date of the notice;

(vi) the contact person and contact details;

(vii) other necessary contents required by laws, administrative regulations and the securities regulatory rules of the place where the shares of the Company are listed.

Verbal meeting notices shall include at least items (i) and (ii) above, as well as an explanation of the urgent circumstances requiring the prompt convening of an extraordinary meeting of the Board of Directors.

Article 120 Meetings of the Board of Directors shall be attended by more than one-half of the Directors before the meeting of the Board of Directors can be convened. Unless under exceptional circumstances specified in the regulatory rules of the place where the shares of the Company are listed or otherwise permitted by the Hong Kong Stock Exchange, a Director shall not vote on any resolution of the Board of Directors which approves any contract or arrangement or any other relevant proposals where he or his close associates (as defined in the Hong Kong Listing Rules as applicable from time to time) own a material interest; and shall not be included for determining whether there is a quorum for the meeting.

Every Director shall have the right to 1 vote. Save as otherwise specified in laws, administrative regulations, securities regulatory rules of the place where the shares of the Company are listed or these articles of association, resolutions made by the Board of Directors shall be passed by more than half of all Directors.

Article 121 If any Director has relation (connection) with the enterprise or individual involved in the resolution made at a meeting of the Board of Directors, the said Director shall report to the Board of Directors in a timely manner in writing. They shall not vote on the said resolution for himself/herself or on behalf of another Director. The meeting of the Board of Directors may be held when more than half of the non-related (connected) Directors attend the meeting. The resolution of the meeting of the Board of Directors shall be passed by more than half of the non-related (connected) Directors. If the number of non-related (connected) Directors attending the meetings of the Board of Directors is less than 3, the issue shall be submitted to the Shareholders' general meeting for consideration. If there are any additional restrictions on Directors' participation in and voting at meetings of the Board of Directors in accordance with laws and regulations and the securities regulatory rules of the place where the shares of the Company are listed, such provisions shall prevail.

Article 122 The voting in respect of a resolution made at a meeting of the Board of Directors shall be by a show of hands or by the voting methods specified in the notice of the meeting.

Resolutions of extraordinary meetings of the Board of Directors may be adopted by voting through written resolutions, telephone conferences, video conferences or other methods, provided that Directors are allowed to freely express their opinions and the resolutions shall be signed by the attending Directors.

Article 123 Directors shall attend meetings of the Board of Directors in person. If any Director is unable to attend the meeting for any reason, he/she may by a written power of attorney appoint another Director to attend the meeting on his/her behalf. The power of attorney shall include the name of the proxy, the subject, scope of authorization and validity period, and shall be signed or officially sealed by the appointing Director. A Director appointed as the representative of another Director to attend the meeting shall exercise the rights of a Director within the scope of authorization. Where a Director does not attend a meeting of the Board of Directors and does not appoint a proxy to attend the meeting on his/her behalf, he/she shall be deemed to have waived his/her voting rights at the meeting.

Article 124 The Board of Directors shall prepare meeting minutes in respect of decisions on matters discussed at the meeting. The Directors, secretary to the Board of Directors and minute-taker attending the meeting shall sign on such minutes.

The meeting minutes of the Board of Directors shall be kept as archives of the Company for no less than ten years.

Article 125 The meeting minutes of the Board of Directors shall include the following:

(i) the date, venue and name of the convener of the meeting;

(ii) the names of the Directors attending the meeting, and the names of Directors (authorized person) authorized by other Directors to attend the meeting;

(iii) the agenda of the meeting;

(iv) key points of Directors' speeches;

(v) the voting methods and results for each resolution (the voting results shall indicate the number of votes for and against the proposal or abstention);

(vi) other matters Directors attending the meeting deem necessary.

Section 3 Independent Directors

Article 126 The independent Directors shall conscientiously perform their duties in accordance with the laws, administrative regulations, the regulations of the CSRC, stock exchanges and these articles of association, play the roles of participating in the decision-making, supervising, checking and balancing, and professional consulting in the Board of Directors, safeguard the interests of the Company as a whole, and protect the legitimate rights and interests of minority shareholders.

At least one independent Director of the Company shall be an accounting professional. Independent Directors shall carry out their duties honestly and faithfully, safeguard the Company's interest and in particular, prevent encroachment of the rights and interests of public shareholders, in order to ensure the sufficient representation of the interests of all shareholders.

Article 127 An independent Director of the Company shall meet the following conditions:

(i) having the qualifications as a Director of a listed company in accordance with the laws, administrative regulations and other relevant provisions;

(ii) meeting the independence requirements stipulated by the listing rules of the stock exchange of the place where the Company's shares are listed and these articles of association;

(iii) possessing basic knowledge of the operation of a listed company, being familiar with the relevant laws, regulations and rules;

(iv) having not less than five years of working experience in the fields of laws, accounting or economics required for his/her performance of the duties as an independent Director;

(v) having good personal morality and no bad records such as major breach of trust;

(vi) other conditions as stipulated in the laws, administrative regulations, requirements of the CSRC, business rules of the stock exchange and these articles of association.

Article 128 As a member of the Board of Directors, an independent Director owes the Company and all the shareholders loyalty and diligent duties, and shall be prudent in performing the following duties:

(i) to participate in the decision-making of the Board of Directors and express clear opinions on the matters considered;

(ii) to supervise the matters of potential material conflict of interests between the Company and its controlling shareholders, de facto controllers, Directors and senior management officers and protect the legitimate rights and interests of minority shareholders;

(iii) to provide professional and objective advice on the operation and development of the Company and promote the improvement of the decision-making standard of the Board of Directors;

(iv) to perform other duties as required by laws, administrative regulations, requirements of the CSRC, rules stipulated by securities regulatory authority of the place where the Company's shares are listed and these articles of association.

Article 129 An independent Director shall exercise the following special functions and powers other than those stipulated in the Company Law and other relevant laws, regulations, listing rules of the stock exchange on which the shares of the Company are listed and these articles of association:

(i) to independently engage intermediaries to provide audit, consulting or inspection services on specific matters of the Company;

(ii) to propose the convening of extraordinary general meetings to the Board of Directors;

(iii) to propose the convening of meetings of the Board of Directors;

(iv) other functions and powers prescribed by the laws, administrative regulations, requirements of the CSRC, rules stipulated by securities regulatory authority of the place where the Company's shares are listed and these articles of association.

An independent Director's exercise of functions and powers set forth in provisions (i) to (iii) of the preceding paragraph shall be subject to the consent of a majority of all independent Directors.

Article 130 For matters in relation to the system of independent Directors not covered in this section, the relevant laws, administrative regulations, departmental rules and the listing rules of the stock exchange of the place where the shares of the Company are listed shall apply.

Article 131 The Company provides appropriate allowances to independent Directors. The standards of the allowances shall be considered and determined at the Shareholders' general meeting.

Article 132 Unless otherwise provided by laws, administrative regulations and these articles of association, the provisions concerning Directors in Section 1 of these articles of association above shall apply to independent Directors.

Section 4 Special Committees under the Board

Article 133 The Board of Directors of the Company has set up an Audit Committee to exercise the powers and functions of the Supervisory Committee and Audit Committee as stipulated in the Company Law.

Article 134 The Audit Committee shall consist of 3 members, all of whom must be Directors who do not hold senior management positions within the Company, of whom a majority shall be independent Directors, with a convenor being one of the independent Directors who is a professional with expertise in accounting.

Article 135 The Audit Committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit work and internal control, and exercise the relevant powers and responsibilities stipulated by the rules of the stock exchange where the Company's shares are listed and these articles of association.

Article 136 The Audit Committee shall meet at least twice a year. Extraordinary meetings may be convened on the proposal of two or more members, or when the convenor deems it necessary. Meetings of the Audit Committee may be held only if more than two-thirds of the members are present.

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

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

Resolutions of the Audit Committee shall be recorded in the prescribed minutes, which shall be signed by the Audit Committee members present at the meeting.

The Board of Directors shall be responsible for formulating the terms of reference for the Audit Committee.

Article 137 The Board of Directors of the Company has set up the Strategy and Environmental, Social, and Governance (ESG) Committee, the Audit Committee, the Nomination Committee and the Remuneration and Appraisal Committee, which shall perform their duties in accordance with these articles of association and the authorization of the Board of Directors. Proposals from special committees shall be submitted to the Board of Directors for consideration and decision, and the Board of Directors shall be responsible for formulating the terms of reference of the special committees.

The Board of Directors may set up other special committees with the approval by a resolution of the Shareholders' general meeting. Special committees shall be accountable to the Board of Directors and perform their duties in accordance with these articles of association and the authorization of the Board of Directors, and their proposals shall be submitted to the Board of Directors for deliberation. The members of special committees shall consist totally of Directors. The special committee shall not pass any resolution in the name of the Board of Directors, but may exercise its decision-making power in respect of authorized matters under the special authorization of the Board of Directors, provided that it does not contravene the mandatory provisions of the relevant PRC laws, regulations, regulatory documents and the securities regulatory rules of the place where the shares of the Company are listed. The Board of Directors is responsible for formulating the terms of reference for special committees and regulating the operation of special committees.

CHAPTER 6 GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS

Article 138 Our Company has one general manager, appointed or dismissed by the Board of Directors.

The Company may have several vice general managers, who shall be appointed or dismissed by the Board of Directors.

Article 139 The provisions of the Articles of Association regarding circumstances under which a person may not serve as a Director and the Director resignation management system shall apply mutatis mutandis to senior management members.

The provisions of the Articles of Association concerning directors' duty of loyalty and duty of diligence shall also apply to senior management.

Article 140 A person who serves administrative positions other than directors and supervisors in the entities of controlling shareholders and de facto controllers shall not serve as a senior management of the Company.

The senior management of the Company shall only be entitled to remuneration from the Company, and such remuneration shall not be paid by the controlling shareholders on behalf of the Company.

Article 141 General manager is appointed for a term of three years and may be re-appointed upon expiration of term of office.

Article 142 The general manager is responsible to the Board of Directors and exercises the following powers:

(i) To be in charge of the Company's production, operation and management, and to organize and implement the resolutions of the Board of Directors and report on works to the Board of Directors;

(ii) To organize and implement the Company's annual business plan and investment proposals;

(iii) To draft plans for the merger, demerger, reorganisation and other matters of the Company's subsidiaries;

(iv) To draft policies and plans regarding the salaries, benefits, rewards and disciplinary measures of the Company's employees;

(v) To draft plans for the establishment of the Company's internal management organizations;

(vi) To draft plans for the establishment of the Company's branches;

(vii) To draft the Company's basic management system;

(viii) To formulate specific rules and regulations for the Company;

(ix) To propose to the Board of Directors on the appointment or dismissal of the vice general manager and financial officer of the Company;

(x) To appoint or dismiss management personnel other than those required to be appointed or dismissed by the Board of Directors;

(xi) Other functions and powers conferred by the Articles of Association or the Board of Directors.

The general manager shall attend meetings of the Board of Directors.

Article 143 The general manager shall formulate the detailed rules of work for the general manager, which shall be implemented upon approval by the Board of Directors.

Article 144 The detailed rules of work for the general manager shall include:

(i) Conditions and procedures for convening general manager's meetings, and participants;

(ii) The specific duties and division of responsibilities of the general manager and other senior management members;

(iii) The authority for using company funds and assets and entering into major contracts, and reporting systems to the Board of Directors;

(iv) Other matters deemed necessary by the Board of Directors.

Article 145 The general manager may resign before the expiration of the term. The specific procedures and methods for the general manager's resignation shall be governed by the employment contract between the general manager and the Company.

Article 146 The vice general manager and the financial officer shall be nominated by the general manager, and their appointment or dismissal shall be decided by the Board of Directors. The vice general manager and the financial officer shall assist the general manager in his/her work, and shall be accountable and report to the general manager.

Article 147 The Company shall appoint a Board secretary responsible for preparing Shareholders' general meetings and Board meetings, maintaining documents, managing shareholder information, and handling information disclosure matters.

The Board secretary shall comply with relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed, and the relevant provisions of the Articles of Association.

Article 148 Senior management members of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If senior management members fail to perform their duties faithfully or breach their duty of integrity, damaging the interests of the Company and the public shareholders, they shall be liable for compensation according to law.

Article 149 When senior management members perform their duties and cause damage to others, the Company shall bear compensation liability; if senior management members act with intent or gross negligence, they shall also bear compensation liability.

If senior management members violate laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed, or the Articles of Association in performing their duties and cause losses to the Company, they shall be liable for compensation.

CHAPTER 7 FINANCIAL AND ACCOUNTING SYSTEM, DISTRIBUTION OF PROFITS AND AUDIT

Section 1 Financial Accounting System

Article 150 The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and the provisions stipulated by the relevant authorities of the PRC.

Article 151 The Company shall prepare its annual financial accounting report within four months after the end of each fiscal year. The interim report shall be disclosed within two months after the end of the first half of each fiscal year. The Company shall send, disclose and/or submit annual report, interim report and other reports to shareholders in accordance with the securities regulatory rules of the place where the shares of the Company are listed.

The above-mentioned annual report and interim report shall be prepared in accordance with laws, administrative regulations, the relevant requirements of the CSRC and the stock exchange where the Company's shares are listed.

Article 152 The Company will not establish account books other than the statutory account books. The funds of the Company shall not be deposited in any personal account.

Article 153 The Company is required to set aside 10% of its profits for its statutory reserve fund when distributing each year's after-tax profits. When the cumulated amount of the statutory reserve fund of the Company has reached 50% or more of its registered capital, no further allocation is required.

Where the statutory reserve fund of the Company is insufficient to make up the losses of the Company for the previous years, profits of the current year shall be applied to make up the losses before any allocation to the statutory reserve fund in accordance with the provisions in the preceding paragraph.

Subject to a resolution of the Shareholders' general meeting, after allocation has been made to the Company's statutory reserve fund from its after-tax profits, the Company may set aside funds for the discretionary reserve fund.

After making up of losses and appropriation to reserve funds, balance of the profit after tax shall be distributed to shareholders in proportion to their shareholdings.

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

No profit shall be distributed in respect of the shares of the Company which are held by the Company. The Company shall appoint one or more collection agents for H shareholders in Hong Kong. The collection agents shall collect on behalf of the relevant H shareholders the dividends distributed and other funds payable by the Company in respect of the H shares, and hold such monies in their custody pending payment to the H shareholders concerned. The collection agents appointed by the Company shall meet the requirements of the laws, regulations and the securities regulatory rules of the place where the shares of the Company are listed.

Article 154 Reserve funds of the Company are used for recovering losses of the Company and expanding the scale of operation of the Company or conversion into its capital. When using reserve funds to cover the Company's losses, the discretionary reserve fund and the statutory reserve fund shall be used first; if the losses cannot be fully covered, the capital reserve fund may be used in accordance with regulations.

Article 155 When the statutory reserve funds are converted into additional registered capital, the remaining balance of such reserve fund must not be less than 25% of its registered capital before such conversion.

Article 156 After the Shareholders' general meeting passes a resolution on the profit distribution plan, the Board of Directors shall complete the distribution of dividends (or shares) within two months of the meeting.

Article 157 The Company may distribute its dividends in cash or in shares and distribute interim dividends in cash. For the distribution of profits, the Company shall pay attention to the reasonable return of investment of investors, and the profit distribution policy shall maintain continuity and stability.

Should there be any misappropriation of the Company's funds by any shareholder of the Company, the Company shall deduct the amount of funds misappropriated from the cash dividends to which such shareholder is entitled, so that the funds misappropriated shall be repaid accordingly.

Section 2 Internal Audit

Article 158 The Company shall implement an internal audit system, specifying the leadership structure, responsibilities and authorities, staffing, funding, application of audit results, and accountability for internal audit work.

The Company's internal audit system shall be implemented after approval by the Board of Directors and shall be disclosed to the public.

Article 159 The Company's internal audit institution shall supervise and inspect the Company's business activities, risk management, internal controls, financial information, and other matters.

Article 160 The internal audit institution shall be accountable to the Board of Directors.

During the supervision and inspection of the Company's business activities, risk management, internal controls, and financial information, the internal audit institution shall accept the supervision and guidance of the audit committee. If the internal audit institution discovers relevant major issues or clues, it shall immediately report directly to the audit committee.

Article 161 The specific organization and implementation of the Company's internal control evaluation shall be the responsibility of the internal audit institution. The Company shall issue an annual internal control evaluation report based on the evaluation report and relevant materials issued by the internal audit institution and reviewed by the audit committee.

Article 162 When the audit committee communicates with external audit units such as accounting firms and national audit institutions, the internal audit institution shall actively cooperate and provide necessary support and collaboration.

Article 163 The audit committee shall participate in the evaluation of the person in charge of internal audit.

Section 3 Appointment of Accounting Firms

Article 164 The Company shall engage an accounting firm that complies with the Securities Law and the securities regulatory rules of the place where the shares of the Company are listed to conduct audits of financial statements, verification of net assets, and other related consulting services. The engagement term shall be one year and may be renewed. A separate information disclosure announcement shall be issued for the renewal or change (including new appointment or dismissal) of the accounting firm.

Article 165 The appointment or dismissal of an accounting firm shall be determined by an ordinary resolution passed at the Shareholders' general meeting. The Board of Directors shall not appoint an accounting firm before the decision of the Shareholders' general meeting.

Article 166 The Company shall ensure that the engaged accounting firm is provided with true and complete accounting vouchers, accounting books, financial accounting reports, and other accounting materials, and shall not refuse, conceal, or misreport such materials.

Article 167 The remuneration of the accounting firm, or the method for determining such remuneration, shall be decided by the Shareholders' general meeting.

Article 168 When the Company dismisses or does not renew the engagement of an accounting firm, it shall notify the accounting firm 20 days in advance. When the Shareholders' general meeting votes on the dismissal of an accounting firm, the accounting firm shall be allowed to present its opinions.

If the accounting firm resigns, it shall explain to the Shareholders' general meeting whether there are any improper circumstances in the Company.

CHAPTER 8 NOTICES AND ANNOUNCEMENTS

Section 1 Notices

Article 169 The Company's notices shall be issued in the following forms:

(i) By hand;

(ii) By mail;

(iii) By fax or electronic data message;

(iv) By announcement;

(v) Other forms recognised by the securities regulatory rules of the place where the shares of the Company are listed or as stipulated in the Articles of Association.

If a notice issued by the Company is made by way of an announcement, it shall be deemed received by all relevant persons upon publication. Where the securities regulatory rules of the place where the shares of the Company are listed provide otherwise, such provisions shall prevail.

The notice of a Shareholders' general meeting of the Company, or other information or other written documents to be issued to shareholders shall be served via means (including but not limited to email, announcement etc.) as permitted by laws, administrative regulations and the securities regulatory rules of the place where the shares of the Company are listed.

Notwithstanding the above requirements, H shareholders can request the Company to deliver the printed version of the above documents by post.

Article 170 Notice of a Shareholders' general meeting convened by the Company shall be issued by way of announcement. Unless the context otherwise requires, in respect of the announcements issued to holders of H Shares or announcements required to be issued in Hong Kong in accordance with the relevant provisions or the Articles of Association, shall publish on the Company's website, the website of the Hong Kong Stock Exchange and other websites as stipulated in the Hong Kong Listing Rules from time to time in accordance with the relevant requirements of the Hong Kong Listing Rules.

Regarding the provision and/or distribution of corporate communications to holders of H Shares by the Company in accordance with the requirements of the listing rules of the place where the shares of the Company are listed, subject to the compliance with the relevant listing rules, the Company may also send or provide such corporate communications to holders of H Shares electronically or by way of publishing on the Company's website or the website of the stock exchange of the place where the shares of the Company are listed, instead of such delivery by hand or postage-prepaid mail.

Article 171 Notice of a Board meeting convened by the Company shall be given by one or more of the methods specified in Article 169 of the Articles of Association.

Article 172 For the notice of the Company delivered by hand, the recipient shall sign (or chop) on the reply slip upon delivery and the receipt date of the recipient shall be the date of delivery. For the notice delivered by post, the delivery date shall be 48 hours after the mail has been handed to the post office; If the notice of the Company is delivered by fax or emails or website publication, the date of service shall be the sending date; For the notice served by way of announcement, the delivery date shall be the first publication date of the announcement.

Article 173 In the event that the laws, administrative regulations, and the listing rules of the stock exchange on which the Company's shares are listed stipulate that the Company shall send, post, distribute, issue, announce or otherwise provide relevant documents of the Company in English and Chinese, and if the Company has made appropriate arrangement to confirm whether the shareholders intend to receive either the English or the Chinese version, the Company may (as per the preference stated by the shareholders) only send the English version or the Chinese version to the shareholders concerned to the extent permitted by applicable law and regulations and pursuant to the applicable laws and regulations.

Article 174 A meeting and any resolutions passed shall not become invalid merely because a person entitled to receive the notice was accidentally omitted or did not receive the notice.

Section 2 Announcements

Article 175 The Company shall make announcements and disclose other information required to be disclosed through the Qualified Media and the HKEXnews website (www.hkexnews.hk). If the information disclosure matters involve state secrets or trade secrets, they shall be handled in accordance with relevant regulations. Directors and members of the senior management shall ensure the authenticity, accuracy, completeness, timeliness, and fairness of the information disclosed by the Company. The Company shall formulate codes of conduct for directors and members of the senior management on releasing information to the public, and clarify that information shall not be released to the public without the permission of the Board of Directors.

The voluntary disclosure of information by the Company shall comply with the principle of fairness, maintain completeness, continuity, and consistency, shall not make selective disclosure, shall not conflict with information disclosed in accordance with the law, shall not mislead investors, shall not use voluntary information disclosure to engage in market manipulation, insider dealing or other unlawful or non-compliant acts, and shall not violate public order and good morals or harm the public interest. When there is a significant change to the disclosed information that may affect investors' decision-making, a progress announcement shall be disclosed in a timely manner until the matter is concluded. For voluntary disclosure which contains information of a predictive nature, the announcement shall set out the basis for the prediction with clear warning text specifying relevant risk factors and reminding investors of potential uncertainties and risks.

Article 176 The Company issues announcements and makes information disclosure to the domestic shareholders of unlisted shares through information disclosure newspapers and websites designated by laws, administrative regulations or relevant domestic regulatory authorities. If an announcement is required to be made to the holders of H Shares pursuant to the Articles of Association, such announcement shall also be published in the designated newspapers, websites and/or websites of the Company in accordance with the methods stipulated in the Hong Kong Listing Rules. All notices or other documents required by the Company to be sent to the Hong Kong Stock Exchange pursuant to Chapter 19A of the Hong Kong Listing Rules must be in the English language or accompanied by a signed and certified English translation.

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

Section 1 Merger, Division, Capital Increase, and Capital Reduction

Article 177 The Company's merger can be in the form of an absorption merger or a consolidation merger.

When one company absorbs other companies, it is an absorption merger, and the absorbed companies are dissolved. When two or more companies merge to form a new company, it is a consolidation merger, and all the merging companies are dissolved.

Where the consideration paid by the Company for a merger does not exceed 10% of the Company's net assets, it may be completed without a resolution of the Shareholders' general meeting, unless otherwise provided in the Articles of Association. Where the Company conducts a merger without a resolution of the Shareholders' general meeting in accordance with the preceding paragraph, it shall be subject to a resolution of the board of directors.

Article 178 For a company merger, the merging parties shall sign a merger agreement and prepare a balance sheet and a property inventory. The Company shall notify its creditors within ten days from the date of adopting the merger resolution and make an announcement on the designated newspaper or the National Enterprise Credit Information Publicity System within 30 days, and publish relevant announcements in accordance with the securities regulatory rules of the place where the shares of the Company are listed (if applicable).

Creditors may, within 30 days from the date of receiving the notice, or within 45 days from the date of the announcement if they have not received the notice, request the Company to pay off its debts or provide corresponding guarantees.

Article 179 When the Company merges, the claims and debts of the merging parties shall be succeeded by the surviving company after the merger or the newly established company.

Article 180 When the Company divides, its assets shall be divided accordingly.

When the Company divides, it shall prepare a balance sheet and a property inventory. The Company shall notify its creditors within ten days from the date of the division resolution and shall make an announcement on the designated newspaper or the National Enterprise Credit Information Publicity System within 30 days, and publish relevant announcements in accordance with the securities regulatory rules of the place where the shares of the Company are listed (if required).

Article 181 The debts of the Company before the division shall be jointly assumed by the companies after the division, unless otherwise agreed in a written agreement reached for the settlement of debts between the Company and its creditors before the division.

Article 182 When the Company needs to reduce its registered capital, it shall prepare a balance sheet and a property inventory.

The Company shall notify its creditors within ten days from the date of the resolution on the capital reduction and shall make an announcement on the designated newspaper or the National Enterprise Credit Information Publicity System within 30 days, and publish relevant announcements in accordance with the securities regulatory rules of the place where the shares of the Company are listed (if required). Creditors may request the Company to settle its debts or provide corresponding guarantees within 30 days from the date of receiving the notice or within 45 days from the date of the announcement if they have not received the notice.

When the Company reduces its registered capital, it shall correspondingly reduce the amount of capital contribution or shares in proportion to the shares held by the Shareholders, unless otherwise provided by laws or the Articles of Association.

Article 183 If, after the Company has offset losses in accordance with the provisions of the second paragraph of Article 153 of the Articles of Association, there are still losses, the Company may reduce its registered capital to offset the losses. When the registered capital is reduced to cover losses, the Company shall not make distributions to shareholders, nor shall it exempt shareholders from their obligations to pay capital contributions or share capital.

The reduction of registered capital in accordance with the preceding paragraph shall not be subject to the provisions of the second paragraph of Article 182 of the Articles of Association, but the Company shall announce the reduction within 30 days from the date the Shareholders' general meeting passes the resolution on the reduction, through the designated newspaper or the National Enterprise Credit Information Publicity System.

After the Company reduces its registered capital in accordance with the preceding two paragraphs, no profit shall be distributed until the total amount of the statutory reserve fund and the discretionary reserve fund reaches 50% of the Company's registered capital.

Article 184 If the registered capital is reduced in violation of the Company Law and other relevant regulations, shareholders shall return the funds received, and any reduction or exemption of shareholder contributions shall be restored to the original state; if losses are caused to the Company as a result thereof, shareholders and responsible directors or senior management members shall bear liability for compensation.

Article 185 When the Company issues new shares to increase its registered capital, shareholders do not have preemptive rights to subscribe, unless otherwise stipulated in the Articles of Association or decided by a resolution of the Shareholders' general meeting.

Article 186 When the Company merges or divides, and the registration matters change, it shall apply for a change of registration with the Company registration authority in accordance with the law; when the Company is dissolved, it shall apply for cancellation of registration in accordance with the law; when a new company is established, it shall apply for establishment registration in accordance with the law.

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

Section 2 Dissolution and Liquidation

Article 187 The Company shall be dissolved for the following reasons:

(i) Expiry of term of business stipulated in the Articles of Association or occurrence of any other trigger for dissolution stipulated in the Articles of Association;

(ii) The Shareholders' general meeting adopts a resolution to dissolve our Company;

(iii) Our Company needs to be dissolved for the purpose of merger or division;

(iv) The business license is revoked, or our Company is ordered to close or be eliminated according to applicable law;

(v) Where our Company encounters significant difficulties in business and management, continuous survival may be significantly detrimental to the interests of the shareholders, and the difficulties may not be overcome through other means, shareholders who hold more than 10% of voting rights of the Company may request the People's Court to dissolve the Company.

When the Company has the dissolution reasons mentioned above, it shall publicize the dissolution reasons through the National Enterprise Credit Information Publicity System within 10 days.

Article 188 If the Company has the circumstances mentioned in items (i) and (ii) of Article 187 of the Articles of Association and has not yet distributed its assets to shareholders, it may continue to exist by amending its Articles of Association or through a resolution of the Shareholders' general meeting.

To amend the Articles of Association or pass a resolution of the Shareholders' general meeting in accordance with the preceding paragraph, it must be approved by more than two-thirds of the voting rights held by shareholders present at the Shareholders' general meeting.

Article 189 If the Company is dissolved due to the circumstances mentioned in items (i), (ii), (iv), and (v) of Article 187, it shall be liquidated. The directors shall serve as the liquidation obligors and establish a liquidation team within 15 days from the date the dissolution cause arises to commence liquidation. The liquidation committee shall be composed of directors or persons determined by the Shareholders' general meeting. If the liquidation obligors fail to perform their liquidation obligations in a timely manner, causing losses to the Company or creditors, they shall bear the liability for compensation.

Article 190 During the liquidation period, the liquidation team shall exercise the following powers:

(i) Cleaning up the Company's assets and preparing a balance sheet and a property inventory separately;

(ii) Notifying and announcing to creditors;

(iii) Handling the Company's unfinished business related to the liquidation;

(iv) Paying off the taxes owed and the taxes incurred during the liquidation process;

(v) Clearing claims and debts;

(vi) Distributing the remaining assets after the Company's debts are settled;

(vii) Representing the Company in civil litigation activities.

Article 191 The liquidation team shall notify creditors within ten days from the date of its establishment and make an announcement on the designated newspaper or the National Enterprise Credit Information Publicity System within 60 days, and publish relevant announcements in accordance with the securities regulatory rules of the place where the shares of the Company are listed (if required). Creditors shall declare their claims to the liquidation team within 30 days from the date of receiving the notice or within 45 days from the date of the announcement if they have not received the notice.

When declaring claims, creditors shall explain the relevant matters of the claims and provide supporting materials. The liquidation team shall register the claims.

During the claim declaration period, the liquidation team shall not settle claims with creditors.

Article 192 After clearing the Company's assets and preparing a balance sheet and a property inventory, the liquidation team shall formulate a liquidation plan and submit it to the Shareholders' general meeting or the People's Court for confirmation.

After paying off the liquidation expenses, employees' wages, social insurance fees, and statutory compensation, paying off the taxes owed, and settling the Company's debts, the remaining assets shall be distributed to shareholders according to the proportion of shares held.

During the liquidation period, the Company shall continue to exist but shall not engage in business activities unrelated to the liquidation.

The Company's assets shall not be distributed to shareholders before being settled in accordance with the preceding paragraph.

Article 193 After cleaning up the Company's assets and preparing a balance sheet and a property inventory, if the liquidation team finds that the Company's assets are insufficient to settle its debts, it shall apply to the People's Court for bankruptcy liquidation in accordance with the law.

After the People's Court accepts the bankruptcy application, the liquidation team shall transfer the liquidation affairs to the bankruptcy administrator designated by the People's Court.

Article 194 After the Company's liquidation is completed, the liquidation team shall prepare a liquidation report, submit it to the Shareholders' general meeting or the People's Court for confirmation, and submit it to the Company registration authority to apply for cancellation of the Company's registration.

Article 195 Members of the liquidation team shall perform their liquidation duties with loyalty and diligence.

Members of the liquidation team who neglect to perform their liquidation duties and cause losses to the Company shall be liable for compensation; if losses are caused to creditors due to intentional misconduct or gross negligence, they shall be liable for compensation.

Article 196 If the Company is legally declared bankrupt, it shall implement bankruptcy liquidation in accordance with the relevant enterprise bankruptcy laws.

CHAPTER 10 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 197 If any of the following circumstances arise, the Company will amend the Articles of Association:

(i) After amendments to the Company Law or other relevant laws, administrative regulations, or the securities regulatory rules of the place where the shares of the Company are listed, the provisions of the Articles of Association conflict with the amended laws, administrative regulations, or the securities regulatory rules of the place where the shares of the Company are listed;

(ii) Changes occur in the Company's circumstances that are inconsistent with the matters recorded in the Articles of Association;

(iii) The Shareholders' general meeting resolves to amend the Articles of Association.

Article 198 Amendments to the Articles of Association approved by the Shareholders' general meeting that require approval from competent authorities shall be submitted to the competent authorities for such approval; if the amendments involve company registration items, the changes shall be registered in accordance with the law.

Article 199 The Board of Directors shall amend the Articles of Association in accordance with the resolutions of the Shareholders' general meeting and the approval opinions of the relevant competent authorities.

Article 200 Amendments to the Articles of Association that constitute information required to be disclosed under laws and regulations shall be announced in accordance with relevant regulations.

CHAPTER 11 SUPPLEMENTARY PROVISIONS

Article 201 Definitions

(i) "Controlling shareholder" refers to a shareholder whose shareholding accounts for more than 50% of the total share capital of the Company; a shareholder whose shareholding percentage does not exceed 50%, but whose voting rights attached to the shares held by it are sufficient to have a significant influence on resolutions of the shareholders' meeting; or a controlling shareholder as defined by the securities regulatory rules of the place where the shares of the Company are listed.

(ii) "De Facto controller" refers to any natural person, legal person, or other organisation that, through investment relationships, agreements, or other arrangements, is able to exercise actual control over the Company's operations.

(iii) "Connected relationships" refer to the relationships between a controlling shareholder, de facto controller, director, supervisor or members of the senior management of the Company and the enterprise directly or indirectly controlled by the same, and other relationships which may give rise to a transfer of interests of the Company. Where the Hong Kong Listing Rules provide otherwise regarding the definition of a connected relationship, such provisions shall prevail.

(iv) For the purposes of the Articles of Association, the term "accounting firm" shall have the same meaning as the term "auditor" used in the Hong Kong Listing Rules. The term "independent director" has the same meaning as "independent non-executive director" in the Hong Kong Listing Rules.

Article 202 The Board may, in accordance with the provisions of the Articles of Association, formulate by-laws or other relevant internal control systems. Such by-laws or other relevant internal control systems shall not conflict with the provisions of the Articles of Association, and in the event of any conflict, the provisions of the Articles of Association shall prevail; Where such by-laws or other relevant internal control systems work as supplement or further clarification on matters not covered by the Articles of Association, reference shall be made to the content of such by-laws or other relevant internal control systems.

Article 203 The Articles of Association are written in Chinese. In case of any discrepancy between the Articles of Association in any other language or different versions and these Articles of Association, the Chinese version of the Articles of Association most recently registered or filed with the company registration authority shall prevail.

Article 204 The terms "above" and "within" as used in the Articles of Association shall include the given number; whereas "exceeding," "over," "below," and "more than" shall not include the given number.

Article 205 The Board of Directors shall be responsible for the interpretation of the Articles of Association.

Article 206 The Articles of Association, upon approval by the Shareholders' general meeting, shall take effect and be implemented from the date on which the Company's H shares are listed on the Main Board of the Hong Kong Stock Exchange. When amended, it shall take effect upon approval by a special resolution at a Shareholders' general meeting.

Article 207 The appendices to the Articles of Association include the Rules of Procedure for the Shareholders' general meeting, and the Rules of Procedure for the Board of Directors.

Article 208 Matters not covered in these Articles of Association shall be handled in accordance with the laws, administrative regulations and the relevant provisions of the securities regulatory authority of the place where the Company's shares are listed and the actual situation of the Company. In case of any conflict between these Articles of Association and the laws, administrative regulations, relevant rules or regulations of the relevant securities registration and clearing houses, other relevant normative documents and the provisions of the securities regulatory rules of the place where the shares of the Company are listed, the laws, administrative regulations, relevant rules or regulations of the relevant securities registration and clearing houses, other relevant normative documents and the securities regulatory provisions of the stock exchange of the place where the shares of the Company are listed shall prevail.

Medcaptain Medical Technology Co., Ltd.
September 28, 2026