

Beijing ESWIN Computing Technology Co., Ltd.

Articles of Association

(Applicable after the Initial Public Offering and Listing of Overseas Listed Shares (H Shares))

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Chapter 1 General Provisions

Article 1 To safeguard the legitimate rights and interests of Beijing ESWIN Computing Technology Co., Ltd. (hereinafter referred to as the “Company”) and its shareholders and creditors, and regulate the organization and activities of the Company, the Articles of Association of Beijing ESWIN Computing Technology Co., Ltd. (hereinafter referred to as the “Articles of Association”) are formulated pursuant to the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other laws, administrative regulations, regulatory documents and other relevant regulations, and with reference to the Guidelines for Articles of Association of Listed Companies.

Article 2 The Company is a joint stock limited company established upon promotion by way of overall conversion of Beijing ESWIN Computing Technology Limited in accordance with the Company Law and other relevant regulations. The Company was registered with the Beijing Economic-Technological Development Area Administration for Market Regulation and obtained its business license. Its unified social credit code is 91110302MA01MT7522.

Upon filing with the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) on June 4, 2026, and approval by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”) on October 8, 2026, the Company initially offered 1,617,310,000 ordinary shares of overseas listed shares (H Shares) to investors, with a par value of RMB0.10 per share, which shares were listed on the Main Board of the Hong Kong Stock Exchange on October 9, 2026.

Article 3 Registered name of the Company:

Full name in Chinese: 北京奕斯偉計算技術股份有限公司

Full name in English: Beijing ESWIN Computing Technology Co., Ltd.

Article 4 Address of the Company:

Room 101, Floor 1, Building 3, Yard 18, Science and Technology Innovation 10th Street, Beijing Economic and Technological Development Area, Beijing

Article 5 The registered capital of the Company is RMB2,203,874,304.

Article 6 The Company is a joint stock limited company with perpetual existence.

Article 7 The general manager (Chief Executive Officer) shall be the legal representative of the Company.

Where the general manager who serves as the legal representative resigns from his/her position, such resignation shall be deemed to include resignation from the position of legal representative.

Where the legal representative resigns from his/her position, the Company shall determine a new legal representative within 30 days from the date of such resignation.

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

Any restrictions on the authority of the legal representative under the Articles of Association or by the shareholders' meeting shall not be asserted against a bona fide counterparty.

Where the legal representative causes damage to others in the performance of his/her duties, the Company shall bear civil liability. After the Company assumes the civil liability, it may claim indemnity from the legal representative who is at fault, in accordance with law or the Articles of Association.

Article 8 All the assets of the Company shall be divided into shares of equal value. Shareholders shall bear liability to the Company to the extent of the shares they subscribe for, and the Company shall bear liability for its debts to the extent of all its assets.

Article 9 The Articles of Association shall, from the date of entry into force, constitute a legally binding document governing the organization and conduct of the Company, as well as the rights and obligations between the Company and its shareholders, and among shareholders themselves. The Articles of Association shall be legally binding on the Company, and its shareholders, directors, supervisors, and senior management officers. In accordance with the Articles of Association, a shareholder may initiate legal proceedings against another shareholder; a shareholder may initiate legal proceedings against the directors, supervisors, Chief Executive Officer, and other senior management officers of the Company; a shareholder may initiate legal proceedings against the Company; and the Company may initiate legal proceedings against its shareholders, directors, supervisors, Chief Executive Officer, and other senior management officers.

Legal proceedings as referred to in the preceding paragraph include filing a lawsuit with a court or applying for arbitration with an arbitration institution.

Article 10 Other senior management officers as referred to in the Articles of Association refer to the president, vice president, chief financial officer (finance director), and secretary to the Board of Directors appointed by the Board of Directors of the Company.

Article 11 In accordance with the Constitution of the Communist Party of China, the Company shall establish Party organizations and carry out Party activities. The Company shall provide necessary conditions for the activities of the Party organizations.

Chapter 2 Business Objectives and Scope

Article 12 The Company's business objectives are: to change the world through innovation by providing the globally most competitive next-generation computing architecture chips and solution products, so as to become a distinguished enterprise and contribute to China's modernization and the progress of human civilization.

Article 13 The Company's business scope as registered in accordance with the law is: technical services, technology development, technology consulting, technology exchange, technology transfer, technology promotion; software development; software sales; professional design services; socio-economic consulting services; retail of computer hardware, software and auxiliary equipment; wholesale of computer hardware, software and auxiliary equipment; wholesale of electronic components; retail of electronic components; sales of metal materials; import and export of goods; import and export of technology; import and export agency; leasing services (excluding licensed leasing services); sales of integrated circuit chips and products; integrated circuit chip design and services; integrated circuit design; sales of digital video surveillance systems; sales of power transmission, transformation, distribution and monitoring control equipment. (Subject to the business scope as approved by the administration for market regulation)

Chapter 3 Shares

Section 1 Issuance of Shares

Article 14 The shares of the Company shall take the form of registered share certificates. A share certificate is a certificate issued by the Company evidencing the shares held by a shareholder. The particulars to be stated in the share certificates of the Company shall, in addition to those required under the Company Law, include other matters required by the Hong Kong Listing Rules and other regulatory rules of the places where the Company's shares are listed.

If the share capital of the Company includes shares carrying no voting rights, the designation of such shares shall be suffixed with the words "non-voting". If the share capital includes shares carrying different voting rights, the designation of each class of shares (other than those with the most favourable voting rights) shall be suffixed with the words "restricted voting" or "limited voting".

Article 15 The shares of the Company shall be issued in a transparent, fair and just manner, and shall rank *pari passu* in all respects with the shares of the same class.

The terms and price of each of the shares of the same class in the same issuance shall be the same, and the same price per share shall be paid for the shares subscribed for by the subscribers.

Article 16 The shares issued by the Company shall have their par value denominated in Renminbi.

The various classes of ordinary shares issued by the Company (domestic unlisted shares and overseas listed shares) shall enjoy the same rights in any distribution made in the form of dividends or otherwise.

The shares of the Company listed on the Hong Kong Stock Exchange are referred to as “H Shares”, which are shares denominated in Renminbi, subscribed for and traded in Hong Kong dollars, and listed on the Hong Kong Stock Exchange upon approval.

The shares issued by the Company that are not listed or traded on any overseas stock exchange are referred to as “domestic unlisted shares” (including unlisted shares held by the Company’s shareholders prior to the overseas listing, and unlisted shares issued domestically after the overseas listing).

The domestic unlisted shares issued by the Company shall be centrally deposited with China Securities Depository and Clearing Corporation Limited.

The overseas listed shares issued by the Company shall be centrally deposited with the local share registrar.

Upon approval and filing with the securities regulatory authority of the State Council and with the consent of the Hong Kong Stock Exchange, all or part of the domestic unlisted shares of the Company may be converted into overseas listed shares, and the converted overseas listed shares may be listed and traded on overseas stock exchanges. The listing and trading of the converted shares on overseas stock exchanges shall also comply with the regulatory procedures, provisions and requirements of the overseas securities markets.

Article 17 The promoters of the Company and their respective shareholdings and shareholding percentages are as follows:

No.	Name/Title of shareholder	Number of shares subscribed for (10,000 shares)	Shareholding percentage	Date of contribution	Form of capital contribution
1	Beijing ESWIN Technology Group Co., Ltd. (北京奕斯偉科技集團有限公司)	953.2776	20.6445%	2022-01-31	Conversion of net assets into shares
2	Beijing Yili Technology Partnership Enterprise (L.P.) (北京奕理科技合夥企業(有限合夥))	683.5122	14.8024%	2022-01-31	Conversion of net assets into shares
3	Beijing Yixiang Technology Partnership Enterprise (L.P.) (北京奕想科技合夥企業(有限合夥))	46.4405	1.0057%	2022-01-31	Conversion of net assets into shares
4	Beijing Singularity Power Investment Fund (L.P.) (北京芯動能投資基金(有限合夥))	321.3537	6.9593%	2022-01-31	Conversion of net assets into shares
5	Liu Yiqian (劉益謙)	263.8621	5.7143%	2022-01-31	Conversion of net assets into shares
6	Tianjin Boxin Chuangcheng Equity Investment Partnership Enterprise (L.P.) (天津博芯創成股權投資合夥企業(有限 合夥))	245.0360	5.3066%	2022-01-31	Conversion of net assets into shares

No.	Name/Title of shareholder	Number of shares subscribed for (10,000 shares)	Shareholding percentage	Date of contribution	Form of capital contribution
7	Tianjin Bosi Zongheng Equity Investment Partnership Enterprise (L.P.) (天津博思縱橫股權投資合夥企業(有限合夥))	156.0467	3.3794%	2022-01-31	Conversion of net assets into shares
8	Xianning Sanxing Zhiying Asset Management Center (L.P.) (咸寧三行智贏資產管理中心(有限合夥))	145.6200	3.1536%	2022-01-31	Conversion of net assets into shares
9	Beijing Legend Capital Shengyuan Equity Investment Partnership Enterprise (L.P.) (北京君聯晟源股權投資合夥企業(有限合夥))	133.1051	2.8826%	2022-01-31	Conversion of net assets into shares
10	Zhuhai Legend Capital Yongyi Venture Investment Partnership Enterprise (L.P.) (珠海君聯永逸創業投資企業(有限合夥))	125.4929	2.7177%	2022-01-31	Conversion of net assets into shares
11	Zhangjiagang Broad Vision Funds Venture Investment Partnership Enterprise (L.P.) (張家港博華創業投資合夥企業(有限合夥))	99.7199	2.1596%	2022-01-31	Conversion of net assets into shares
12	Shenzhen Tianbao Qiushi Investment Enterprise (L.P.) (深圳天寶秋石投資企業(有限合夥))	88.5522	1.9177%	2022-01-31	Conversion of net assets into shares
13	Suzhou Fenhu Investment Group Co., Ltd. (蘇州汾湖投資集團有限公司)	88.5522	1.9177%	2022-01-31	Conversion of net assets into shares
14	Wuxi SAIC Jinshi Innovation Industrial Fund (L.P.) (無錫上汽金石創新產業基金合夥企業(有限合夥))	79.1586	1.7143%	2022-01-31	Conversion of net assets into shares
15	Tianjin Boming Weiye Management Consulting Partnership Enterprise (L.P.) (天津博明偉業管理諮詢合夥企業(有限合夥))	79.1586	1.7143%	2022-01-31	Conversion of net assets into shares
16	Huarong Holdings (Shenzhen) Equity Investment and M&A Partnership (L.P.) (華融控股(深圳)股權投資併購合夥企業(有限合夥))	66.4141	1.4383%	2022-01-31	Conversion of net assets into shares
17	Zhejiang Haining Juanhu Science and Technology City Development Investment Co., Ltd. (浙江海寧鵲湖科技城開發投資有限責任公司)	61.9865	1.3424%	2022-01-31	Conversion of net assets into shares
18	Shanghai Qianyou Electronics Co., Ltd. (上海乾優電子有限公司)	60.8796	1.3184%	2022-01-31	Conversion of net assets into shares
19	Ningbo TTGG Yuncheng Enterprise Management Consulting (L.P.) (寧波天堂硅谷雲成企業管理諮詢合夥企業(有限合夥))	58.2344	1.2611%	2022-01-31	Conversion of net assets into shares
20	China Internet Investment Fund (L.P.) (中國互聯網投資基金(有限合夥))	55.4110	1.2000%	2022-01-31	Conversion of net assets into shares
21	Zhuhai Jinyiquan Investment Consulting (L.P.) (珠海金鑑全投資諮詢合夥企業(有限合夥))	50.1338	1.0857%	2022-01-31	Conversion of net assets into shares
22	Ningbo Meishan Bonded Port Area Ruixue Guangnian Investment Management (L.P.) (寧波梅山保稅港區睿雪光年投資管理合夥企業(有限合夥))	45.7694	0.9912%	2022-01-31	Conversion of net assets into shares
23	Ningbo Meishan Bonded Port Area Aowen Investment Management (L.P.) (寧波梅山保稅港區奧聞投資管理合夥企業(有限合夥))	44.2761	0.9589%	2022-01-31	Conversion of net assets into shares
24	Jiangsu Jiequan Green Industry Equity Investment Fund (L.P.) (江蘇建泉綠色產業股權投資基金(有限合夥))	44.2761	0.9589%	2022-01-31	Conversion of net assets into shares

No.	Name/Title of shareholder	Number of shares subscribed for (10,000 shares)	Shareholding percentage	Date of contribution	Form of capital contribution
25	Wuhan Bosheng Jiaxu Equity Investment (L.P.) (武漢渤盛嘉旭股權投資合夥企業(有限合夥))	44.2761	0.9589%	2022-01-31	Conversion of net assets into shares
26	Hunan Caixin Jingjin Equity Investment (L.P.) (湖南財信精進股權投資合夥企業(有限合夥))	44.2761	0.9589%	2022-01-31	Conversion of net assets into shares
27	CITIC Securities Investment Co., Ltd. (中信証券投資有限公司)	44.2761	0.9589%	2022-01-31	Conversion of net assets into shares
28	Beijing Gaorong Phase IV Kangteng Equity Investment (L.P.) (北京高榕四期康騰股權投資合夥企業(有限合夥))	36.9472	0.8001%	2022-01-31	Conversion of net assets into shares
29	Zhangjiagang Broad Vision Funds Phase III Equity Investment Partnership Enterprise (L.P.) (張家港博華三期股權投資合夥企業(有限合夥))	35.4209	0.7671%	2022-01-31	Conversion of net assets into shares
30	Ningbo Zhuangxuan Investment Partnership Enterprise (L.P.) (寧波莊宣投資合夥企業(有限合夥))	35.4209	0.7671%	2022-01-31	Conversion of net assets into shares
31	Xie Haolyu (謝豪律)	34.9354	0.7566%	2022-01-31	Conversion of net assets into shares
32	Zhuhai Hengqin Shengyuan Huaxin Investment Partnership (L.P.) (珠海橫琴晟遠華新投資合夥企業(有限合夥))	29.0248	0.6286%	2022-01-31	Conversion of net assets into shares
33	Zhuhai Legend Capital Jiayun Equity Investment Enterprise (L.P.) (珠海君聯嘉運股權投資企業(有限合夥))(有限合夥)	28.2648	0.6121%	2022-01-31	Conversion of net assets into shares
34	Haining Industrial Assets Management Co., Ltd. (海寧市實業資產經營有限公司)	26.5657	0.5753%	2022-01-31	Conversion of net assets into shares
35	Jiaxing Qisi Equity Investment (L.P.) (嘉興頤思股權投資合夥企業(有限合夥))	26.3862	0.5714%	2022-01-31	Conversion of net assets into shares
36	Gongqingcheng Zhongheng Investment Management (L.P.) (共青城眾衡投資管理合夥企業(有限合夥))	26.3598	0.5708%	2022-01-31	Conversion of net assets into shares
37	Zhejiang Zheshang Transformation & Upgrading Fund of Funds (L.P.) (浙江浙商轉型升級母基金合夥企業(有限合夥))	22.1380	0.4794%	2022-01-31	Conversion of net assets into shares
38	Zhangjiagang Broad Vision Funds Tianchen Equity Investment Partnership Enterprise (L.P.) (張家港博華天辰股權投資合夥企業(有限合夥))	22.1380	0.4794%	2022-01-31	Conversion of net assets into shares
39	Central Plains Qianhai Equity Investment Fund (L.P.) (中原前海股權投資基金(有限合夥))	22.1380	0.4794%	2022-01-31	Conversion of net assets into shares
40	Xuzhou Yixing Tianxia Venture Investment Partnership Enterprise (L.P.) (徐州宜行天下創業投資合夥企業(有限合夥))	22.1380	0.4794%	2022-01-31	Conversion of net assets into shares
41	Ningbo Chengchi Venture Capital Partnership (L.P.) (寧波誠池創業投資合夥企業(有限合夥))	19.4097	0.4203%	2022-01-31	Conversion of net assets into shares
42	Gongqingcheng Singularity Power Computing Venture Investment Partnership Enterprise (L.P.) (共青城芯動能計算創業投資合夥企業(有限合夥))	18.4703	0.4000%	2022-01-31	Conversion of net assets into shares
43	Xiamen Haitong Jinyuan Equity Investment (L.P.) (廈門海通金圓股權投資合夥企業(有限合夥))	13.2828	0.2877%	2022-01-31	Conversion of net assets into shares
44	Jiaxing Dingfeng Guixin Venture Capital (L.P.) (嘉興鼎峰硅鑫創業投資合夥企業(有限合夥))	13.2828	0.2877%	2022-01-31	Conversion of net assets into shares

No.	Name/Title of shareholder	Number of shares subscribed for (10,000 shares)	Shareholding percentage	Date of contribution	Form of capital contribution
45	China Development Bank Technology Venture Capital Co., Ltd. (國開科技創業投資有限責任公司)	13.1931	0.2857%	2022-01-31	Conversion of net assets into shares
46	Guangzhou Taipu Communication Systems Co., Ltd. (廣州泰普通信系統有限公司)	12.0126	0.2601%	2022-01-31	Conversion of net assets into shares
47	Zhaoshi Lianke (Zhuhai) Fund Management (L.P.) (兆實聯科(珠海)基金管理合夥企業(有限合夥))	10.5545	0.2286%	2022-01-31	Conversion of net assets into shares
48	Yibin Zesheng Technology Co., Ltd. (宜賓澤晟科技有限公司)	8.8552	0.1918%	2022-01-31	Conversion of net assets into shares
49	Chengdu Tianfu New Area Gaorong Phase IV Kangyong Investment (L.P.) (成都市天府新區高榕四期康永投資合夥企業(有限合夥))	7.3289	0.1587%	2022-01-31	Conversion of net assets into shares
50	Rong Sujiang (榮蘇江)	4.2209	0.0914%	2022-01-31	Conversion of net assets into shares
-	Total	4,617.5861	100.0000%	-	

The promoters of the Company made contributions based on their respective shares of the net assets of Beijing ESWIN Computing Technology Limited as of January 31, 2022. The audited net asset value of RMB46,175,861 was converted into the Company's share capital of RMB46,175,861, with a par value of RMB1 per share and a total of 46,175,861 shares; the remaining portion of the book value of the audited net assets was credited to the Company's capital reserve.

Article 18 Upon completion of the initial public offering of H Shares, the share capital structure of the Company on the Listing Date shall be as follows: 22,038,743,040 ordinary shares, comprising 11,835,442,270 unlisted shares and 10,203,300,770 H Shares.

Article 19 Neither the Company nor any of its subsidiaries (including the Company's affiliated enterprises) shall provide financial assistance in any form, including gift, advance, guarantee, compensation, or loan, to any person for the acquisition of shares in the Company or its parent company, except where the Company implements an employee stock ownership plan.

For the benefit of the Company, the Company may provide financial assistance to others for the acquisition of shares in the Company or its parent company upon resolution of the shareholders' meeting, or resolution of the Board of Directors made in accordance with the authorization under the Articles of Association or by the shareholders' meeting, provided that the aggregate amount of such financial assistance shall not exceed 10% of the total issued share capital. Resolutions made by the Board of Directors shall require approval from two thirds of all directors.

Section 2 Increase, Decrease and Repurchase of Shares

Article 20 In accordance with laws and regulations, the Company may, based on its operating and development needs and the resolution of a shareholders' meeting, increase its capital in the following manners:

- (I) issuance of shares to non-specific targets;
- (II) issuance of shares to specific targets;
- (III) bonus issue of shares to existing shareholders;
- (IV) transfer of reserve fund into capital;
- (V) adopting any other means stipulated in laws, administrative regulations, securities regulatory rules of the places where the Company's shares are listed and permitted by the CSRC and Hong Kong Stock Exchange.

Subject to the laws, regulations and securities regulatory rules of the places where the Company's shares are listed, the Board of Directors may decide to issue no more than 50% of the issued shares within three years under the authorization of the shareholders' meeting. However, capital contributions in the form of non-monetary assets shall be resolved upon by the shareholders' meeting.

Subject to the provisions of laws, regulations, and the securities regulatory rules of the places where the Company's shares are listed, where the Board of Directors decides to issue shares in accordance with the preceding paragraph and such issuance results in changes to the registered capital or the number of issued shares of the Company, amendments to the relevant particulars recorded in the Articles of Association shall not require a further resolution of the shareholders' meeting, and the resolution of the Board of Directors shall be passed by more than two-thirds of all directors.

Article 21 The Company may reduce its registered capital. The Company's reduction of registered capital shall be conducted in accordance with the procedures stipulated in the Company Law and other relevant regulations of the PRC, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association.

Article 22 Except under the following circumstances, the Company may not repurchase its shares:

- (I) to reduce the registered capital of the Company;
- (II) to merge with other companies that hold shares of the Company;
- (III) to grant the shares for employee shareholding scheme or as equity incentive;
- (IV) where shareholders require the Company to purchase their shares due to their disagreement on the Company's merger or division resolution passed by a shareholders' meeting;

- (V) to use the shares in the conversion of the convertible corporate bonds issued by the Company;
- (VI) to preserve the Company's value and shareholders' interests as necessary;
- (VII) in other circumstances as permitted by laws, administrative regulations, departmental rules, regulatory documents and securities regulatory rules of the places where the Company's shares are listed.

Article 23 The Company may acquire its own Shares through open and centralized trading, or in any other manner permitted by laws, administrative regulations, regulatory documents, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed and the CSRC.

Any acquisition by the Company of its shares due to reasons set forth in sub-paragraphs (I) and (II) of Article 22 of the Articles of Association shall be subject to a resolution of a shareholders' meeting; while any acquisition by the Company of its shares due to reasons set forth in sub-paragraphs (III), (V) and (VI) of Article 22 of the Articles of Association shall, pursuant to the Articles of Association or the authorization of a shareholders' meeting, be subject to a resolution of a meeting of the Board of Directors at which two-thirds or more of the directors are present and consent of more than half of all directors.

The shares acquired by the Company according to Article 22 of the Articles of Association shall, under the circumstance set forth in sub-paragraph (I), be cancelled within 10 days from the date of acquisition; while under the circumstances set forth in sub-paragraph (II) or (IV), shall be transferred or cancelled within six months; and while under the circumstances set forth in sub-paragraphs (III), (V) or (VI), shall aggregately not exceed 10% of its total issued shares and shall be transferred or cancelled within three years.

If the Company acquires its own shares under the circumstances set forth in sub-paragraphs (III), (V) and (VI) of Article 22, subject to complying with the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed, it shall do so through open and centralized trading.

If the securities regulatory rules of the places where the Company's shares are listed provide otherwise regarding the matters involved in this Article, such rules shall prevail, provided that they do not contravene the Company Law, the Securities Law, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies and other applicable domestic laws and regulations.

Section 3 Transfer of Shares

Article 24 The Company's shares may be transferred in accordance with the law.

All transfers of H shares shall be effected by an instrument of transfer made in writing in a general or common form or in such other form acceptable to the Board of Directors (including the standard transfer format or transfer form prescribed by the Hong Kong Stock Exchange from time to time). The instrument of transfer can only be signed by hand or affixed with an effective seal of the Company (if the Company is the transferor or the transferee). Where the transferor or transferee is a recognized clearing house as defined by relevant regulations in the laws of Hong Kong effective from time to time, or any of its agents, the instrument of transfer may be signed by hand or by machine-printed form. All instruments of transfer shall be kept at the legal address of the Company or other place designated by the Board of Directors from time to time.

Article 25 The Company shall not accept its shares as the subject of a pledge.

Article 26 The shares of the Company issued prior to the Company's public offering of shares shall not be transferred within 1 year from the date of the shares of the Company being listed and traded on the Hong Kong Stock Exchange.

The directors, supervisors and senior management officers of the Company shall report to the Company the shares held by them and the changes thereof. During the term of their office which is determined at the time of taking office, the shares transferred by any of them each year shall not exceed 25% of the total number of shares of the Company that he holds. The shares of the Company held by them shall not be transferred within one year from the date when the shares of the Company are listed and traded. After listing of the Company, if any of the aforesaid persons resigns from his post, he shall not transfer the shares of the Company that he holds within six months from such departure.

If laws, administrative regulations, or relevant provisions of the CSRC, the Hong Kong Listing Rules, or the securities regulatory authority of the places where the Company's shares are listed provide otherwise with respect to the transfer restrictions on overseas listed shares, such provisions shall prevail.

Article 27 Where any director, supervisor, senior management officer of the Company, or shareholder holding more than 5% of the Company's shares sells any shares or other equity securities held by them in the Company within six months after buying the same, or buys any shares or equity securities within six months after selling the same, the proceeds thereof shall belong to the Company, and the Board of Directors of the Company shall forfeit such proceeds. However, this shall not apply to securities companies holding 5% or more of the shares as a result of purchasing residual shares after underwriting, or to other circumstances as prescribed by the CSRC.

The shares or other equity securities held by directors, supervisors, senior management officers, or natural person shareholders as referred to in the preceding paragraph include shares or other equity securities held by their spouses, parents, children, and those held through accounts of other persons.

Where the Board of Directors of the Company does not act in accordance with paragraph 1 of this Article, the shareholders shall have the right to require the Board of Directors to take actions within 30 days. Where the Board of Directors fails to take such actions within the aforesaid period, the shareholders shall be entitled to file proceedings at the people's court directly in their own names for the interests of the Company.

Where the Board of Directors of the Company fails to take actions in accordance with paragraph 1 of this Article, the directors who are accountable thereto shall be held jointly and severally liable pursuant to law.

Chapter 4 Shareholders and Shareholders' Meeting

Section 1 Shareholders

Article 28 The Company shall establish a register of shareholders, and the register of shareholders shall be sufficient evidence of the shareholders' shareholdings 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 equal rights and assume the same obligations.

The transfer and transmission of shares shall be registered in the register of shareholders. The original register of shareholders of overseas listed shares listed in Hong Kong shall be maintained in Hong Kong.

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

- (I) the register of shareholders which is maintained at the Company's place of domicile (other than those referred to in items (II) and (III) of this paragraph);
- (II) the register of members of H Shares kept at the places where the Company's shares are listed; the register of members of H Shares shall be kept in Hong Kong and be available for inspection by shareholders, provided that the Company may suspend shareholder registration in accordance with the laws and regulatory rules of the places where the Company's shares are listed or equivalent provisions (including provisions equivalent to Section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong));
- (III) such other register of shareholders as the Board of Directors may determine to deposit elsewhere for the purpose of the listing of the Company's shares.

The amendment or correction of each part of the register of shareholders shall be made in accordance with the laws of the place where such part of the register of shareholders is kept.

The Company shall keep a copy of the register of shareholders for overseas listed shares at the Company's domicile; the entrusted overseas agent shall at all times ensure the consistency between the original and the copy of the register of shareholders for overseas listed shares, and in the event of any discrepancy between the original and the copy, the original shall prevail. The register of shareholders kept in Hong Kong shall be available for inspection by shareholders, provided that the Company may be permitted to suspend shareholder registration in accordance with provisions such as Section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

The register of shareholders shall record the following particulars:

- (I) the name or title and domicile of each shareholder;
- (II) the class and number of shares subscribed for by each shareholder;
- (III) where share certificates are issued in paper form, the serial numbers of the share certificates;
- (IV) the date on which each shareholder acquired their shares;
- (V) other matters as may be required by laws, regulations, the Hong Kong Listing Rules and other regulatory provisions of the places where the Company's shares are listed.

If any shareholder registered in the register of shareholders or any person requesting that his/her name (or title) be registered in the register of shareholders has his/her share certificate (the "Original Share Certificate") stolen, lost, or destroyed, he/she may apply to the Company for a replacement share certificate in respect of the shares (the "Relevant Shares").

Where a shareholder holding domestic unlisted shares applies for a replacement share certificate due to theft, loss, or destruction of his/her share certificate, the matter shall be handled in accordance with the relevant provisions of the Company Law.

Where any holder of H Shares has his/her share certificate stolen, lost, or destroyed and applies for reissuance, such matters may be handled in accordance with the laws of the place where the original register of members of H Shares is kept, the rules of the relevant securities exchange, or other relevant provisions.

When the Company convenes a shareholders' meeting, distributes dividends, commences liquidation or engages in other acts that require the identification of shareholders, the Board of Directors or the convener of the shareholders' meeting shall determine the record date of the shareholders' registration. The shareholders whose names appear on the register of shareholders after the close of market trading on the record date shall be the shareholders entitled to the relevant rights and interests.

Article 29 If the Company convenes a shareholders' meeting, distributes dividends, conducts liquidation or engages in other acts that require the identification of shareholders, the Board of Directors or the convener of the shareholders' meeting shall determine that shareholders whose names appear on the register of shareholders shall be the shareholders entitled to the relevant rights and interests.

Article 30 The shareholders of the Company shall have the following rights:

- (I) to receive dividends and other forms of profit distributions in proportion to their shareholdings;
- (II) to request, convene, preside over, attend or appoint a shareholder's proxy to attend the shareholders' meeting and to speak and exercise corresponding voting rights at the meeting (unless individual shareholders are required to waive their voting rights on specific matters in accordance with the Hong Kong Listing Rules and other regulatory rules of the places where the Company's shares are listed);
- (III) to supervise the Company's operations, to present proposals or to raise enquiries;
- (IV) to transfer, grant or pledge shares held by them in accordance with the laws, administrative regulations, the Hong Kong Listing Rules and other regulatory rules of the places where the Company's shares are listed, as well as the Articles of Association;
- (V) to access and copy the Articles of Association, register of shareholders, company bond stubs, meeting minutes of the shareholders' meeting, resolutions of meetings of the Board of Directors, resolutions of meetings of the Board of Supervisors, and financial and accounting reports. Shareholders who meet the requirements of relevant laws and regulations may inspect the Company's accounting books and vouchers;
- (VI) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the shareholdings;
- (VII) with respect to shareholders who vote against any resolution adopted at the shareholders' meeting on the merger or division of the Company, the right to demand that the Company buy back their shares;
- (VIII) any other rights conferred by laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed or the Articles of Association.

Where a shareholder inspects or copies relevant materials, he/she shall comply with the provisions of laws and administrative regulations, including the Securities Law, the Hong Kong Listing Rules, and other securities regulatory rules of the places where the Company's shares are listed.

Article 31 Where a shareholder requests to inspect the information referred to in the preceding Article or to obtain materials, he/she shall provide the Company with written documents evidencing the class and quantity of shares held by him/her in the Company, and the Company shall provide the same upon verification of the shareholder's identity.

Article 32 Where the contents of a resolution of the shareholders' meeting or the Board of Directors violate any law or administrative regulation, shareholders shall have the right to request the People's Court to declare such resolution invalid.

Where the convening procedures or voting methods of a shareholders' meeting or a meeting of the Board of Directors violate any law, administrative regulation, or the Articles of Association, or where the contents of a resolution violate the Articles of Association, shareholders shall have the right to request the People's Court to revoke such resolution within 60 days from the date on which the resolution was made. However, where there are only minor defects in the procedures for convening the meeting or in the voting methods that have no substantive impact on the resolution, this shall not apply.

A resolution of the shareholders' meeting or the Board of Directors shall be null and void under any of the following circumstances:

- (I) the resolution is made without convening a shareholders' meeting or a meeting of the Board of Directors;
- (II) the matter subject to the resolution is not voted upon at the shareholders' meeting or the meeting of the Board of Directors;
- (III) the number of attendees or the voting rights represented by them fails to reach the number of persons or the number of voting rights required by the Company Law or the Articles of Association;
- (IV) the number of persons consenting to the matter subject to the resolution or the voting rights represented by them fails to reach the number of persons or the number of voting rights required by the Company Law or the Articles of Association.

Article 33 Where the directors or senior management officers violate the provisions of laws, administrative regulations or the Articles of Association during the performance of their duties to the Company and cause losses to the Company, the shareholders severally or jointly holding 1% or more of the Company's shares for a period of 180 consecutive days or longer are entitled to request the Board of Supervisors to file a lawsuit with the People's Court in writing; where the supervisors violate the provisions of laws, administrative regulations or the Articles of Association in the performance of their duties to the Company and cause losses to the Company, the aforesaid shareholders may request the Board of Directors to file a lawsuit with the People's Court in writing.

Upon receipt of shareholders' written request stipulated in the preceding paragraph, if the Board of Supervisors or the Board of Directors refuses to file a lawsuit or does not file a lawsuit within 30 days from receipt of such request, or in the event of an emergency where the interest of the Company will suffer irreparable damages if a lawsuit is not filed immediately, the shareholders stipulated in the preceding paragraph shall have the right to file a lawsuit directly with the People's Court in their own name for the interest of the Company.

Where a third party infringes upon the lawful rights and interests of the Company and causes losses to the Company, the shareholders specified in paragraph 1 of this Article may file a lawsuit with the People's Court in accordance with the provisions of the preceding two paragraphs.

Article 34 Where the directors, supervisors, or senior management officers of a wholly-owned subsidiary of the Company violate the provisions of laws, administrative regulations or the Articles of Association during the performance of their duties and cause losses to the Company, or where any third party infringes upon the lawful rights and interests of a wholly-owned subsidiary of the Company, thereby causing losses to the Company, the shareholders severally or jointly holding 1% or more of the Company's shares for a period of 180 consecutive days or longer may, in accordance with the first three paragraphs of Article 189 of the Company Law, request the board of supervisors or the board of directors of the wholly-owned subsidiary in writing to file a lawsuit with the People's Court, or file a lawsuit directly with the People's Court in their own names.

Article 35 The shareholders of the Company shall undertake the following obligations:

- (I) to comply with the laws, administrative regulations, departmental rules, the regulatory rules of the places where the Company's shares are listed and the Articles of Association, and to keep confidential the Company's trade secrets;
- (II) to pay capital contribution as per the shares subscribed for and the method of subscription;
- (III) not to exit shares unless in the circumstances stipulated by laws and regulations;
- (IV) not to abuse shareholders' right to harm the interests of the Company or other shareholders; not to abuse the Company's independent status as a legal person or shareholders' limited liability to harm the interests of creditors of the Company;

Shareholders of the Company who abuse shareholders' rights and cause damages to the Company or other shareholders shall be liable for compensation pursuant to the laws;

Shareholders of the Company who abuse the independent legal person status of the Company and shareholders' limited liability to evade debts and severely infringe upon interests of the Company's creditors shall assume joint and several liabilities for the Company's debts;

- (V) other obligations stipulated by the laws, administrative regulations, the regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Article 36 Where a shareholder holding 5% or more of the voting shares of the Company pledges any shares in his/her possession, he/she shall make a written report to the Company on the day on which he/she pledges his/her shares.

Article 37 The controlling shareholders and de facto controllers of the Company shall not use their related (connected) relations to damage the interests of the Company, otherwise they shall be liable for compensation for any loss caused to the Company.

The controlling shareholders and de facto controllers of the Company shall perform fiduciary duty to the Company and other shareholders of the Company. The controlling shareholders shall strictly exercise the rights of investors in accordance with the law. Controlling shareholders shall not use methods such as profit distribution, asset restructuring, external investment, capital occupation, and loan guarantees to damage the legitimate rights and interests of the Company and other shareholders, and shall not use their controlling position to harm the interests of the Company and other shareholders.

Section 2 General Provisions for Shareholders' Meetings

Article 38 The shareholders' meeting of the Company consists of all shareholders. The shareholders' meeting is the organ of authority of the Company, and shall exercise the following functions and powers pursuant to the law:

- (I) to resolve on the Company's business operation guidelines and investment plans;
- (II) to elect and replace directors and supervisors who are not employee representatives, and determine the remuneration of directors and supervisors;
- (III) to consider and approve the reports of the Board of Directors;
- (IV) to consider and approve the reports of the Board of Supervisors;
- (V) to consider and approve the annual financial budgets and final accounts of the Company;
- (VI) to consider and approve the Company's profit distribution plan and loss recovery plan;
- (VII) to resolve on increase or decrease of the registered capital of the Company;
- (VIII) to resolve on issuance of bonds of the Company;
- (IX) to resolve on the merger, division, dissolution, liquidation or change of corporate form of the Company;
- (X) to amend the Articles of Association;
- (XI) to resolve on the engagement and dismissal of the accounting firm that undertakes the Company's auditing business;
- (XII) to consider and approve matters relating to guarantees stipulated in Article 39;

- (XIII) to consider the Company's purchase or disposal of major assets within one year with the amount exceeding 30% of the latest audited total assets of the Company;
- (XIV) to consider and approve matters relating to the changes in the use of proceeds from share offerings;
- (XV) to consider equity incentive plans and employee stock ownership plans;
- (XVI) to consider matters relating to repurchase specified in Article 22 of the Articles of Association;
- (XVII) to consider other matters that should be decided by the shareholders' meeting as stipulated by the laws, administrative regulations, departmental rules, Hong Kong Listing Rules, the securities regulatory rules of the places where the Company's shares are listed or the Articles of Association.

The shareholders' meeting may authorize the Board of Directors to make resolutions on the issuance of corporate bonds. Except for this, the aforementioned powers of the shareholders' meeting shall not be exercised by the Board of Directors or other institutions or individuals through authorization.

Article 39 Regarding external guarantees, the Company shall not provide guarantees to any entities other than its wholly-owned subsidiaries and holding subsidiaries. The scope of guarantees provided by the Company to its holding subsidiaries shall not exceed the Company's shareholding ratio. All external guarantees provided by the Company must be reviewed by the Board of Directors, and the following guarantee actions shall be submitted to the shareholders' meeting for review after being considered and approved by the Board of Directors:

- (I) any guarantee with a single guaranteed amount exceeding 10% of the latest audited net assets;
- (II) any guarantee provided after the total amount of external guarantees provided by the Company and its controlling subsidiaries within the scope of the Company's consolidated financial statements exceeds 50% of the latest audited net assets;
- (III) any guarantee provided after the total amount of external guarantees provided by the Company exceeds 30% of the latest audited total assets;
- (IV) any guarantee provided for a target party whose asset-liability ratio is over 70%;
- (V) any guarantee provided by the Company within one year with a guaranteed amount exceeding 30% of the latest audited total assets of the Company;
- (VI) any other circumstances of guarantee so specified in the Articles of Association occur.

When the Board of Directors considers a guarantee matter, in addition to obtaining the approval of more than half of all directors, it shall also obtain the consent of at least two-thirds of the directors present at the Board meeting. When the shareholders' meeting deliberates on the guarantee matter set forth in item (V) above, it must be approved by the affirmative vote of at least two-thirds of the voting rights held by the shareholders present at the meeting.

Article 40 When the Company's external investment meets any of the following criteria, it shall be submitted to the shareholders' meeting for consideration after being approved by the Board of Directors:

- (I) the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 50% of the latest audited total assets of the Company;
- (II) the transaction amount accounts for more than 50% of the Company's market value;
- (III) the net asset value of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 50% of the Company's market value;
- (IV) the related operating income of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 50% of the audited operating income of the Company in such fiscal year, with an absolute amount of more than RMB50 million;
- (V) the transaction profit accounts for more than 50% of the audited net profit of the Company in the most recent fiscal year, with an absolute amount of more than RMB5 million;
- (VI) the related net profit of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 50% of the audited net profit of the Company in such fiscal year, with an absolute amount of more than RMB5 million;

If the data involved in the above index calculation is negative, the absolute value of the data shall be taken. If the places where the Company's shares are listed provide otherwise, such provisions shall prevail.

Article 41 The shareholders' meetings include annual shareholders' meetings and extraordinary shareholders' meetings. The annual shareholders' meeting shall be convened once a year, and be held within 6 months after the end of the previous fiscal year.

Article 42 In any of the following circumstances, the Company shall convene an extraordinary shareholders' meeting within two months from the date upon which the circumstance occurs:

- (I) where the number of directors falls below the number prescribed by the Company Law or two-thirds of the number stipulated in the Articles of Association;
- (II) the unrecovered losses of the Company amount to one third of the total amount of its share capital;
- (III) where a shareholder holding individually or in aggregate more than 10% of the Company's shares makes a request;
- (IV) where the Board of Directors deems it necessary;
- (V) when proposed by the Board of Supervisors;
- (VI) any other circumstances prescribed by laws, administrative regulations, departmental rules, Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, or the Articles of Association.

Article 43 The venue of shareholders' meeting of the Company is: the domicile of the Company or other place notified by the convener of the shareholders' meeting.

Shareholders' meetings shall be held on-site at a venue. Subject to compliance with applicable laws, administrative regulations, departmental rules, normative documents, and the Hong Kong Listing Rules, the Company permits hybrid shareholders' meetings. Shareholders may attend virtually using technology, and the Company will provide Internet or other means to facilitate shareholders' participation in shareholders' meetings. Shareholders attending the shareholders' meeting through the aforementioned methods shall be deemed present.

If all shareholders unanimously consent in writing to the matters listed in Article 38, a shareholders' meeting need not be convened, and a decision may be made directly, provided that all shareholders sign and affix their seals to the decision document. If the places where the Company's shares are listed provide otherwise, such provisions shall prevail.

Section 3 Convening of Shareholders' Meetings

Article 44 Shareholders' meetings shall be convened by the Board of Directors, and the Board of Directors shall convene such meetings on time within the prescribed time limit.

With the consent of more than half of all independent non-executive directors, independent non-executive directors have the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting. Where independent non-executive directors propose to convene an extraordinary shareholders' meeting, the Board of Directors shall, in accordance with the laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, reply in writing on whether or not to approve the convening of the extraordinary shareholders' meeting within 10 days upon the receipt of the proposal. Where the Board of Directors agrees to convene an extraordinary shareholders' meeting, a notice convening the shareholders' meeting shall be issued within 5 days after the resolution is passed by the Board of Directors; where the Board of Directors does not agree to convene an extraordinary shareholders' meeting, it shall explain the reasons thereof.

Article 45 The Board of Supervisors is entitled to propose to the Board of Directors the convening of an extraordinary shareholders' meeting and such proposal shall be made in writing to the Board of Directors. The Board of Directors shall, in accordance with the laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, reply in writing on whether or not to approve the convening of the extraordinary shareholders' meeting within 10 days upon the receipt of the proposal.

Where the Board of Directors agrees to convene an extraordinary shareholders' meeting, a notice convening the meeting shall be issued within 5 days after the resolution is passed by the Board of Directors, and the changes made to the original proposal in the notice shall be approved by the Board of Supervisors.

Where the Board of Directors does not agree to convene an extraordinary shareholders' meeting, or fails to reply within 10 days upon the receipt of the proposal, the Board of Directors shall be deemed as not being able to perform or failing to perform its duty to convene the shareholders' meeting, and the Board of Supervisors may convene and preside over such meeting on its own.

Article 46 Shareholders individually or in aggregate holding more than 10% of the Company's shares (on a one-share-one-vote basis and excluding treasury shares) shall have the right to request the Board of Directors to convene an extraordinary shareholders' meeting and such request shall be made in writing to the Board of Directors. The Board of Directors shall, in accordance with the laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, reply in writing on whether or not to approve the convening of the extraordinary shareholders' meeting within 10 days upon the receipt of the request.

Where the Board of Directors agrees to convene the extraordinary shareholders' meeting, a notice convening the meeting shall be issued within 5 days after the resolution is passed by the Board of Directors, and the changes made to the original request in the notice shall be approved by relevant shareholders.

If the Board of Directors does not agree to convene the extraordinary shareholders' meeting or fails to give a reply within 10 days after receipt of the request, shareholders severally or jointly holding more than 10% shares of the Company shall be entitled to propose to the Board of Supervisors to convene an extraordinary shareholders' meeting, and shall put forward such request to the Board of Supervisors in writing. Where the Board of Supervisors agrees to convene the extraordinary shareholders' meeting, it shall serve a notice of such meeting within 5 days after receipt of the said request, and the changes made to the original request in the notice shall be approved by relevant shareholders.

In the case of failure to issue the notice for the shareholders' meeting within the term stipulated, the Board of Supervisors shall be deemed as failing to convene and preside over the shareholders' meeting. In such case, the shareholders severally or jointly holding more than 10% shares of the Company for consecutively 90 days may convene and preside over the meeting by themselves.

Article 47 If the Board of Supervisors or any shareholder(s) decides to convene the shareholders' meeting on its/their own, the Board of Supervisors or the relevant shareholder(s) shall notify the Board of Directors in writing.

Before a resolution is adopted at the shareholders' meeting, the shareholding percentage of the convening shareholders shall not fall below ten percent.

Article 48 With regard to the shareholders' meeting convened by the Board of Supervisors or shareholders on its/their own initiative, the Board of Directors and the secretary to the Board of Directors shall offer cooperation. The Board of Directors shall provide the register of shareholders as of the equity registration date.

Article 49 The Company shall bear the expenses in relation to the shareholders' meeting convened by the Board of Supervisors or shareholders on its/their own initiative.

Section 4 Proposals and Notices of Shareholders' Meetings

Article 50 The content of a proposal shall fall within the scope of the shareholders' meeting's powers, have a clear topic and specific resolution items, and comply with relevant provisions of laws, administrative regulations, Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association.

Article 51 Where the Company convenes a shareholders' meeting, the Board of Directors, Board of Supervisors, and shareholder(s) severally or jointly holding more than 1% shares of the Company may make proposals to the Company.

Shareholders individually or in aggregate holding more than 1% shares of the Company may submit written provisional proposals to the convener 10 days before a shareholders' meeting is convened. The provisional proposal shall cover specific topics for discussion and specific issues to be resolved. The convener shall, within 2 days after receipt of the proposal, issue a supplementary notice to announce the content of the provisional proposal, and submit the provisional proposal to the shareholders' meeting for consideration, except where the provisional proposal violates laws, administrative regulations, Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed or the Articles of Association, or falls outside the scope of the powers of the shareholders' meeting.

Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of shareholders' meeting or add any new proposal after the said notice is served.

Proposals not set out in the notice of shareholders' meeting or not complying with Article 50 of the Articles of Association shall not be voted on or resolved at the shareholders' meeting.

Article 52 The convener shall notify shareholders of the annual shareholders' meeting in writing at least 21 days in advance; and shall notify shareholders of the extraordinary shareholders' meeting at least 15 days in advance. When the Company calculates the starting date, the date of the meeting shall be excluded.

Article 53 The notice of a shareholders' meeting shall specify:

- (I) time, venue and duration of the meeting;
- (II) matters and proposals submitted for consideration at the meeting;
- (III) a clear statement that all shareholders are entitled to attend the shareholders' meeting and appoint proxies in writing to attend and vote at such meeting and that such proxies need not be shareholders of the Company;
- (IV) the equity registration date of shareholders entitled to attend the shareholders' meeting;
- (V) name and telephone number of the contact person for the meeting;
- (VI) where a shareholders' meeting is held via online or other means, the voting time and voting procedure of such means;
- (VII) any other requirements prescribed by laws, administrative regulations, departmental rules, Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association.

Meeting notices or supplementary notices of shareholders' meetings shall adequately and completely disclose the specific contents of all proposals. Where the opinions of an independent non-executive director are required on the matters to be discussed, such opinions and reasons thereof shall be disclosed when the notices or supplementary notices of shareholders' meetings are served.

Article 54 Where the elections of directors and supervisors are intended to be discussed at the shareholders' meeting, the notice of the shareholders' meeting shall sufficiently disclose the particulars of the candidates for directors and supervisors, and shall include at least the following content:

- (I) personal particulars, including educational background, work experience, and part-time jobs;
- (II) whether one has any related (connected) relations with the Company, its controlling shareholders and de facto controllers;
- (III) the number of shares of the Company one holds;
- (IV) whether one has been subject to penalties by the CSRC and other relevant authorities, as well as disciplinary actions by stock exchanges;
- (V) other information as required by laws, administrative regulations, and the regulatory rules of the places where the Company's shares are listed, such as the Hong Kong Listing Rules.

Article 55 After the notice of shareholders' meeting is issued, the same meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall notify the shareholders and give the reasons therefor at least two business days prior to the date on which the meeting is originally scheduled. Where a shareholders' meeting is postponed, the announcement shall also specify the new convening date. Where the Hong Kong Listing Rules or the securities regulatory authority of the places where the Company's shares are listed otherwise provide, such provisions shall prevail, provided that they do not violate the Company Law, the Securities Law, the Trial Administrative Measures, or the Guidelines for the Articles of Association of Listed Companies.

Section 5 Convening of Shareholders' Meetings

Article 56 The Board of Directors or any other convener shall take necessary measures to ensure the proper order of the shareholders' meeting. The Board of Directors or any other convener shall take measures to stop any act disturbing the shareholders' meeting, seeking trouble or infringing upon the legitimate rights and interests of shareholders, and shall timely report such act to relevant departments for investigation.

Article 57 All the shareholders or their proxies in the shareholders' register on the equity registration date shall be entitled to attend the shareholders' meeting and exercise their right to vote according to relevant laws, regulations, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

The shareholders may attend shareholders' meetings and exercise voting rights either in person or by proxy. Each shareholder shall have the right to appoint one or more proxies, and such proxy need not be a shareholder of the Company. If a shareholder is a non-natural person, it may appoint a representative to attend and vote at any shareholders' meeting of the Company, and if such non-natural person shareholder has appointed a representative to attend any meeting, such attendance shall be deemed as being in person. A non-natural person shareholder may execute a power of attorney through its duly authorized person.

Article 58 If an individual shareholder attends a meeting in person, they shall present their own identification card or other valid credentials or proof that can indicate their identity; if they attend the meeting through a proxy, the proxy shall present their own valid identification documents and the shareholder's power of attorney.

Corporate shareholders shall be represented at the meeting by their legal representatives or the agents appointed by the legal representatives. The legal representative attending the meeting shall present his/her identity card or valid certificate bearing evidence of his/her qualifications as legal representative; a proxy attending the meeting on behalf of the legal representative shall present his/her identity card and the written power of attorney issued by the legal representative of the corporate shareholder.

If the shareholder is a recognized clearing house (or its agent) as defined by the relevant regulations promulgated from time to time in Hong Kong, the shareholder may authorize its company representative or one or more persons it deems appropriate to act as its representative at any shareholders' meeting or creditors' meeting. However, if more than one person is authorized, the power of attorney or authorization document shall specify the number and type of shares covered by such authorization for each such person, and the power of attorney shall be signed by an authorized person of the recognized clearing house. A person so authorized may attend the meeting on behalf of the recognized clearing house (or its agent) (without the need to produce shareholding certificates, notarized powers of attorney and/or further evidence to verify his/her formal authorization), and exercise the same statutory rights as other shareholders, including the right to speak and vote, as if he/she were an individual shareholder of the Company.

Article 59 The power of attorney used by shareholders to appoint proxies to attend the shareholders' meeting shall contain the following information:

- (I) name or title of the principal and the class and number of the Company's shares held by the principal;
- (II) name of the proxy;
- (III) specific instructions from the shareholder, including instructions on voting in favor, against or abstaining from voting on each item on the agenda of the shareholders' meeting;
- (IV) the date of issue and validity period of the power of attorney; and
- (V) signature (or seal) of the principal; If the principal is a corporate shareholder or an institutional shareholder, the power of attorney shall be affixed with the seal of the corporate entity or the institutional entity, or signed by its director or a duly authorized agent or person.

Article 60 The power of attorney for voting shall be deposited at the domicile of the Company or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the specified time for the voting.

Article 61 Where a power of attorney for proxy voting is signed by a person authorized by the principal, the letter of authorization authorizing signature or other authorization documents shall be notarized. The notarized letter of authorization and other authorization documents shall, together with the power of attorney for proxy voting, be deposited at the Company's domicile or at such other place as specified in the notice of the meeting.

If the principal is a legal entity, its legal representative or a person authorized by a resolution of its board of directors or other decision-making body shall act as its representative to attend the Company's shareholders' meeting.

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

Article 62 Attendees register shall be prepared by the Company. The attendees register shall, amongst other matters, contain the names (or corporate names) of the attendees, their identity card numbers, the number of voting shares held or represented by them, and the names (or corporate names) of the proxies.

Article 63 The convener and the lawyer (if any) appointed by the Company shall verify the validity of the shareholders' qualifications based on the register of shareholders provided by the securities registration and clearing authority of the places where the Company's shares are listed, and shall register the names (or titles) of the shareholders as well as the number of voting shares held by them. The registration for a meeting shall be completed before the presider announces the number of shareholders and proxies that attend the meeting in person and the total number of their voting shares.

Article 64 When a shareholders' meeting is convened, all directors, supervisors, and the secretary to the Board of Directors of the Company shall attend the meeting, and the chief executive officer and other relevant senior management officers shall be present at the meeting without voting rights, except where they are unable to attend or be present due to objective reasons. Subject to compliance with the securities regulatory rules of the places where the Company's shares are listed, the aforementioned persons may observe the meeting via the Internet, video, telephone or other means with equivalent effect.

Article 65 The shareholders' meetings shall be presided over by the chairman of the Board of Directors. Where the chairman cannot or fails to fulfill the duty thereof, the vice chairman shall preside; where even the vice chairman cannot or fails to fulfill the duty thereof, the majority of the directors shall jointly elect a director to preside.

A shareholders' meeting convened by the Board of Supervisors itself shall be presided over by the chairman of the Board of Supervisors. Where the chairman of the Board of Supervisors cannot or does not fulfill the duty thereof, more than half of the supervisors may jointly elect a supervisor to preside over the meeting.

A shareholders' meeting convened by the shareholders themselves shall be presided over by a representative elected by the convener.

When the presider violates the laws and regulations, the Articles of Association or the rules of procedure during a shareholders' meeting, making it impossible to continue the meeting, with the consent of shareholders holding more than half of the voting rights present at the meeting, the shareholders' meeting may elect a person to serve as the presider to continue the meeting.

Article 66 The Company shall formulate rules of procedure for shareholders' meetings defining in detail the convening and voting procedure of shareholders' meetings, covering notification, registration, consideration of proposal, voting, counting of votes, announcement of voting result, formation of resolution, meeting minutes and signing thereof and announcement, as well as the authorization principles of shareholders' meetings to the Board of Directors. The content of such authorizations shall be clear and specific. The rules of procedure for shareholders' meetings shall be an appendix to the Articles of Association and shall be formulated by the Board of Directors and approved at the shareholders' meeting.

Article 67 At the annual shareholders' meeting, the Board of Directors and the Board of Supervisors shall both report to the shareholders on the work they have undertaken over the past year.

Article 68 Directors, supervisors and senior management officers shall make explanations in relation to the inquiries and suggestions made by shareholders at shareholders' meetings.

Article 69 The presider of the meeting shall, prior to voting, announce the number of shareholders and proxies present in person at the meeting and the total number of voting shares represented by them, but the figures recorded in the meeting registration records will prevail.

Article 70 The shareholders' meeting shall have minutes, which shall be the responsibility of the secretary to the Board of Directors or the company secretary. The minutes of the meeting shall specify:

- (I) time, venue and agenda of the meeting, and the name of the convener;
- (II) the names of the presider, and the directors, supervisors, chief executive officer and other senior management officers attending or present at the meeting;
- (III) the number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the proportion of these shares to the total number of shares of the Company;
- (IV) the consideration process, summaries of speeches and voting results for each proposal;
- (V) inquiries or suggestions of the shareholders, and the corresponding responses or explanations;
- (VI) the names of the lawyer (if any), counting officer and monitoring officer;
- (VII) other contents that shall be recorded in the minutes in accordance with the Articles of Association.

Article 71 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or representative thereof, and the presider shall sign the minutes of the meeting. The meeting minutes shall be preserved together with the signature roster of shareholders present in person, power of attorney for attendance by proxy, and valid records of voting conducted through other methods. The retention period shall be not less than ten years.

Article 72 The convener shall ensure that the shareholders' meeting does not end until a final resolution is made. In the event that the shareholders' meeting is suspended or the shareholders fail to reach any resolution due to force majeure or for other special reasons, necessary measures shall be taken to resume the meeting as soon as possible or the meeting shall be terminated directly.

Section 6 Voting and Resolutions of Shareholders' Meetings

Article 73 Resolutions of a shareholders' meeting shall be divided into ordinary resolutions and special resolutions.

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

Special resolutions shall be passed by votes representing more than two thirds of the voting rights held by shareholders (including proxies thereof) attending the shareholders' meeting. Any variation of the rights attached to a class of shares shall require the approval of at least two-thirds of the voting rights of the shareholders present at a meeting of that class of shareholders who have the right to vote on the variation of rights of class shares.

Article 74 The following matters shall be approved by ordinary resolutions at a shareholders' meeting:

- (I) work reports of the Board of Directors and the Board of Supervisors;
- (II) profit distribution plans and loss recovery plans formulated by the Board of Directors;
- (III) appointment and dismissal of the members of the Board of Directors and the Board of Supervisors, their remunerations and the method of payment thereof;
- (IV) the Company's annual budgets and final accounts;
- (V) the Company's annual reports;
- (VI) other issues than those that should be passed by special resolutions pursuant to relevant laws, administrative regulations, Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed or the Articles of Association.

Article 75 The following issues shall be approved by special resolutions at a shareholders' meeting:

- (I) increase or decrease of the registered capital of the Company;
- (II) division, split, merger, dissolution and liquidation of the Company;
- (III) amendment to the Articles of Association;
- (IV) buyback of the shares of the Company;
- (V) adjustments or changes to the profit distribution policy as stipulated in the Articles of Association;
- (VI) the Company's acquisition or disposal of major assets, or provision of guarantees within one year with the amount exceeding 30% of the latest audited total assets of the Company;
- (VII) share incentive plans;
- (VIII) changes in control rights of the Company;
- (IX) any other issue specified in the laws, administrative regulations, Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed or the Articles of Association and confirmed by an ordinary resolution at a shareholders' meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.

Article 76 Shareholders (including their proxies) exercise their voting rights based on the number of voting shares they represent, with each share entitling the holder to one vote, unless an individual shareholder is required to abstain from voting on a particular matter under the Hong Kong Listing Rules. In voting, shareholders (including proxies thereof) entitled to two or more votes need not cast all his/her votes in the same way of pros or cons.

If any shareholder is required to waive the voting rights or is restricted to casting only affirmative or negative votes on a certain matter in accordance with the Hong Kong Listing Rules, such shareholder shall waive the voting rights or vote in accordance with such provisions; any vote cast by a shareholder in violation of such provisions or restrictions, or any vote cast on behalf of such shareholder, shall not be counted in the voting results.

The Company has no voting rights for its own shares it holds, and such part of shares shall not be counted in the total number of voting shares present at the shareholders' meeting.

Article 77 When the Company considers matters relating to related (connected) transactions, it shall do so in accordance with the Connected Transactions Management System. Related (connected) shareholders and their close associates (as defined in the Hong Kong Listing Rules) shall not participate in the voting, and the number of voting shares they represent shall not be counted in the total valid votes; the announcement of the resolution of the shareholders' meeting shall fully disclose the voting results of non-related (connected) shareholders.

When the shareholders' meeting considers a related (connected) transaction, the procedures for recusal and voting by related (connected) shareholders are as follows:

- (I) If a matter to be considered at the shareholders' meeting is related (connected) with a certain shareholder, such shareholder shall disclose its related (connected) relationship to the Board of Directors or other convener of the Company before the date of the shareholders' meeting, and clearly state that he/she/it will not participate in the voting; if the related (connected) shareholder fails to voluntarily disclose its related (connected) relationship, other shareholders may request it to explain the situation and withdraw from voting;
- (II) The Board of Directors or other convener shall also determine whether the matter to be submitted to the shareholders' meeting for consideration constitutes a related (connected) transaction. If so, the Board of Directors shall also notify the related (connected) shareholder in writing;
- (III) When voting on a related (connected) transaction at the shareholders' meeting, after deducting the number of voting shares represented by the related (connected) shareholders, the voting shall be conducted by the non-related (connected) shareholders present at the shareholders' meeting in accordance with the relevant provisions of the Articles of Association. If a related (connected) shareholder fails to explain the situation or withdraw from voting, such failure shall not affect the voting on the related (connected) transaction, and the number of shares held by such shareholder shall not be counted in the total number of valid voting shares;
- (IV) Other procedures as required by the Hong Kong Listing Rules.

Article 78 The Company shall, under the premise of ensuring the legality and effectiveness of the shareholders' meeting, facilitate shareholders' participation in the meeting through various methods and approaches.

Article 79 Except under special circumstances such as a crisis in the Company, the Company shall not enter into a contract that delegates the management of all or significant business operations of the Company to any person other than a director, chief executive officer or a senior management officer, unless such contract is approved by the shareholders' meeting through a special resolution.

Article 80 List of nominations of director or supervisor candidates shall be submitted by way of proposal to the shareholders' meetings for voting.

The Board of Directors shall announce to the shareholders the resumes and basic information of the candidate directors and supervisors.

The methods and procedures for the nomination of directors and supervisors for each term are as follows:

- (I) When the Board of Directors is to be reelected or the current Board of Directors is to appoint additional directors, the current Board of Directors, or shareholder(s) holding individually or collectively 1% or more of the Company's shares, may nominate candidates for directors to be elected as non-employee representatives for the next term of the Board of Directors, or candidates for additional directors, provided that the number of nominees does not exceed the number of directors to be elected or appointed;
- (II) When the Board of Supervisors is to be reelected or the current Board of Supervisors is to appoint additional supervisors, the current Board of Supervisors, or shareholder(s) holding individually or collectively 1% or more of the Company's shares, may nominate candidates for supervisors to be elected as non-employee representatives for the next term of the Board of Supervisors, or candidates for additional supervisors, provided that the number of nominees does not exceed the number of supervisors to be elected or appointed;
- (III) Employee supervisors on the Board of Supervisors shall be democratically elected by the employees' representative congress, the employees' general meeting, or through other democratic methods;
- (IV) Shareholders shall submit the resumes and basic information of the director and non-employee supervisor candidates they nominate to the current Board of Directors, which shall conduct a qualification review. Candidates who are verified as qualified for the position of director or supervisor shall be submitted to the shareholders' meeting for election;
- (V) Director candidates or supervisor candidates shall make written commitments as required by the Company, including but not limited to: agreeing to accept the nomination, undertaking that the submitted personal information is true and complete, and promising to faithfully perform their duties after election.

Article 81 The shareholders' meeting shall vote on all the proposals separately, and if there are different proposals regarding the same matter, such proposals shall be voted on in the order of time at which they are submitted. Unless the shareholders' meeting is suspended or a resolution cannot be made due to special reasons including force majeure, the shareholders' meeting shall not put off the proposals or refuse to vote on the proposals.

Article 82 No amendment shall be made to a proposal when it is considered at a shareholders' meeting; otherwise, the relevant amendment shall be deemed as a new proposal and shall not be voted on at the current shareholders' meeting.

Article 83 The same voting right can only be exercised in one form: on-site, over the network, or otherwise. Where the same voting right is exercised more than once, the first voting result shall prevail.

Article 84 Shareholders' meetings shall adopt voting by open ballot.

Article 85 Before proposals are voted on at the shareholders' meeting, two shareholder representatives shall be elected to participate in the vote counting and vote scrutiny. Where any shareholder has interests in any matter considered, the said shareholder or proxy thereof shall not participate in the vote counting and vote scrutiny.

When proposals are voted on at the shareholders' meeting, the vote counting and vote scrutiny shall be jointly conducted by a lawyer (if any), shareholder representatives, or other relevant persons appointed in accordance with the Hong Kong Listing Rules, together with supervisor representatives, as required under the Hong Kong Listing Rules. The voting results shall be announced on the spot, and the voting results of the resolutions shall be recorded in the meeting minutes.

Shareholders or proxies thereof who cast their votes online or by other means shall have the right to check their voting results via the corresponding voting system.

Article 86 The presider of the meeting shall declare the information and result of voting on each proposal and whether such proposal has been adopted based on the voting results.

Prior to the formal announcement of voting results, the parties in relation to voting on site, through the Internet and by other means at the shareholders' meeting, including the Company, the persons responsible for counting and scrutinizing votes, major shareholders and Internet service providers, shall be obliged to keep the voting status confidential.

Article 87 A shareholder attending any shareholders' meeting shall only vote for or against or abstain from voting on each proposal submitted to the meeting for voting, except where the securities registration and clearing institution (as the nominal holder of the shares under the Stock Connect mechanism between the mainland and Hong Kong stock markets), or a recognized clearing house as defined in the relevant ordinances in force from time to time under the laws of Hong Kong or its agent (as the nominal holder), submits votes according to the intention of the actual holders.

Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstentions".

Article 88 If the presider of the meeting has any doubt as to the results of the resolutions submitted for voting, he/she may conduct a recount of the votes cast. If the presider of the meeting does not conduct a recount, any shareholder attending the meeting in person or by proxy shall have the right to request a recount immediately after the voting result is declared by the presider of the meeting if such shareholder or proxy thereof objects to the voting result, in which case, the presider of the meeting shall immediately conduct a recount.

Article 89 The resolutions of the shareholders' meeting shall state the number of shareholders and proxies present at the meeting, the total number of voting shares held by them and the percentage such shares represent in relation to the total number of the Company's voting shares, the voting method, the voting results of each proposal, and the details of each resolution passed.

Article 90 Where a proposal has not been passed or the resolutions of the preceding shareholders' meeting have been changed at the current shareholders' meeting, special note shall be made in the resolutions of the shareholders' meeting.

Article 91 If the shareholders' meeting adopts a proposal on the election of directors or supervisors, the term of office of the newly elected directors or supervisors shall commence on the date when the resolution of the shareholders' meeting is adopted.

Article 92 Where a proposal on payment of cash dividends, issue of bonus shares or conversion of capital reserve fund into share capital is passed at a shareholders' meeting, the Company shall implement the specific scheme within two months after conclusion of the shareholders' meeting.

Chapter 5 Board of Directors

Section 1 Directors

Article 93 Directors of the Company shall be natural persons. Any person who falls into any of the following circumstances shall not serve as director of the Company:

- (I) a person who suffers from any incapacity or restricted capacity from undertaking civil liabilities;
- (II) a person who has been sentenced to a criminal penalty for corruption, bribery, encroachment of property, misappropriation of property, or disruption of the socialist market economic order, or who has been deprived of political rights due to a crime, if the period of 5 years has not elapsed since the completion of the execution of such sentence or deprivation, or, in the case of a suspended sentence, if the period of 2 years has not elapsed since the expiration of the probation period for such suspended sentence;
- (III) a person who is a director or factory manager or general manager of a company or enterprise which has become insolvent and liquidated and who incurs personal liability for the insolvency of that company or enterprise, if a period of 3 years has not elapsed since the date of completion of insolvent liquidation of that company or enterprise;

- (IV) a person who is a legal representative of a company or enterprise, the business license of which has been revoked and which has been ordered to close down on the grounds of contravention of law, and who incurs personal liability therefor, if a period of 3 years has not elapsed since the date of revocation of the business license of that company or enterprise;
- (V) a person who has been listed as a dishonest person subject to enforcement by the People's Court due to his/her failure to pay off a relatively large amount of due debts;
- (VI) a person who is currently being prohibited from participating in securities market by the CSRC, where the term has not yet expired;
- (VII) other matters stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed.

For any election and appointment of a director in contravention of the provisions prescribed by this Article, such election, appointment or employment shall be void and null. Where a director falls into any of the circumstances specified in this Article during his/her term of office, the director shall be removed from office.

Article 94 Directors shall be elected or replaced by the shareholders' meeting and may be removed from office by the shareholders' meeting prior to the expiration of their term of office. The term of office of directors is three years. Upon the expiration of the term of office, directors may be re-elected for consecutive terms. However, the consecutive term of office for independent non-executive directors shall not exceed nine years. Provided that the laws, administrative regulations, or the Articles of Association are not violated, shareholders shall have the right to remove any director (including managing or other executive directors) by way of an ordinary resolution at a shareholders' meeting prior to the expiry of his/her term of office; however, such removal shall not prejudice any claim for damages such director may have under any contract, and shall take effect on the date the resolution is passed.

The term of office of a director shall commence on the date such director assumes office and continue through the expiration of the term of office of the current Board of Directors. If the term of office of a director expires but re-election is not made timely, the said director shall continue fulfilling the duties as director pursuant to laws, administrative regulations, departmental rules and the Articles of Association until the newly elected director takes office. Directors shall comply with laws, administrative regulations, departmental rules, securities regulatory rules of the places where the Company's shares are listed and the Articles of Association.

The senior management officers may concurrently serve as directors; however, the total number of directors who concurrently hold senior management positions and directors who are employee representatives shall not exceed one-half of the total number of the Company's directors.

To safeguard the overall interests of the Company and its shareholders as well as the stability of the Company's operations, any director candidate nominated by an acquirer and/or a person acting in concert thereof shall have at least five years of business management experience in companies of a similar scale within the same industry, engaging in the same principal business as that of the Company at the time, and shall possess the professional competence and knowledge level commensurate with their performance of directors' duties.

Article 95 Directors shall fulfill duties of loyalty to the Company in compliance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association, shall take measures to avoid conflicts of interest between themselves and the Company, and shall not exploit their official powers to seek improper benefits.

Directors shall fulfill the following duties of loyalty to the Company:

- (I) not to encroach upon the property of the Company or misappropriate the Company's funds;
- (II) not to open in his/her personal name or in the name of other individuals any account for the purpose of depositing any of the Company's funds;
- (III) not to abuse their official powers to offer or accept bribes or to receive other unlawful income;
- (IV) not to directly or indirectly enter into any contract or transaction with the Company, without reporting to the Board of Directors or the shareholders' meeting and obtaining approval through a resolution of the Board of Directors or the shareholders' meeting in accordance with the Articles of Association;
- (V) not exploit their positions to seek business opportunities that rightfully belong to the Company for themselves or others, except where they have reported such opportunities to the Board of Directors or the shareholders' meeting and obtained approval by a resolution of the shareholders' meeting, or where the Company cannot, in accordance with laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed, or the Articles of Association, avail itself of such business opportunities;
- (VI) not to engage in the operation of businesses that are of the same kind as those of the Company, either for themselves or for others, without reporting to the Board of Directors or the shareholders' meeting and obtaining approval through a resolution of the shareholders' meeting;
- (VII) not to take as their own any commission for any transaction between the Company and others;
- (VIII) not to disclose any secret of the Company without permission;
- (IX) not to use their connected (related party) relations to damage the interests of the Company;
- (X) other duties of loyalty prescribed by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association.

Income obtained by a director in violation of the provisions of this Article shall belong to the Company; where losses are caused to the Company, the director shall be liable for compensation.

Where a close relative of a director or a senior management officer, an enterprise directly or indirectly controlled by a director, a senior management officer or any of their close relatives, and any connected (related party) person that has other connected (related party) relationships with a director or a senior management officer enters into a contract or transaction with the Company, Item (IV) of paragraph 2 of this Article shall apply.

Article 96 Directors shall fulfill duties of diligence to the Company in compliance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association, and shall exercise reasonable care typically expected of managers for the best interests of the Company when performing their duties.

Directors shall fulfill the following duties of diligence to the Company:

- (I) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with national laws, administrative regulations and various national economic policies and are not beyond the business scope specified in the business license;
- (II) to treat all shareholders impartially;
- (III) to keep informed of the business operations and management of the Company in a timely manner;
- (IV) to sign written confirmation opinions on periodic reports issued by the Company and to ensure the information disclosed by the Company is true, accurate and complete;
- (V) to honestly provide the Board of Supervisors with relevant information and materials, and not to prevent the Board of Supervisors or supervisors from exercising their functions and powers;
- (VI) other duties of diligence stipulated by laws, administrative regulations, departmental rules and the Articles of Association.

Article 97 If any director fails to attend Board meetings in person or by proxy for two consecutive times, the said director shall be deemed incapable of performing his/her duties, and the Board of Directors shall suggest that the shareholders' meeting replace the said director. Subject to compliance with the securities regulatory rules of the places where the Company's shares are listed, a director who attends a Board meeting by means of the Internet, video, telephone, or other methods having equivalent effect shall also be deemed to be present in person.

Article 98 A director may tender a resignation before his/her term of office expires. In resigning his/her duties, a director shall submit a written resignation report to the Board of Directors. If the resignation of a director results in the number of members of the Board of Directors falling below the statutory minimum, the resigning director shall continue to perform the duties of a director in accordance with laws, administrative regulations, departmental rules, the securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association, until the newly elected director assumes office.

If the resignation of an independent non-executive director results in the number of independent non-executive directors on the Board of Directors falling below the minimum requirement under relevant laws, regulations, or regulatory documents, or results in the absence of any independent non-executive director with accounting or financial management expertise under regulatory requirements, the resigning independent non-executive director shall continue to perform the duties of an independent non-executive director in accordance with laws, administrative regulations, departmental rules, the securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association, until the newly elected independent non-executive director assumes office. The resignation report of such independent non-executive director shall take effect only after the resulting vacancy is filled by the successor independent non-executive director.

Save as provided in the preceding paragraph, a director's resignation shall be effective when his/her resignation report is served to the Board of Directors.

Article 99 If resignation of a director takes effect or if his/her term of office expires, the said director shall go through all handover formalities with the Board of Directors. His/her duties of loyalty to the Company and shareholders shall not terminate automatically upon expiry of his/her term of office, but shall remain in effect for a period of three years thereafter.

Article 100 Save as specified in the Articles of Association or properly authorized by the Board of Directors, no director shall act on behalf of the Company or the Board of Directors in his/her own name. If a director acts in his/her own name but a third party may reasonably think the said director is acting on behalf of the Company or the Board of Directors, the said director shall make a prior statement of his/her standpoint and capacity.

Article 101 If any director violates the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed, or the Articles of Association in fulfilling his/her official duties, thereby incurring any loss of the Company, the said director shall be liable for compensation.

Article 102 The Company shall have independent non-executive directors. Matters relating to the qualifications, nomination and election procedures, term of office, resignation, and powers of independent non-executive directors shall be subject to and handled in accordance with laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed, and other relevant regulations.

Section 2 Independent Non-executive Directors

Article 103 The Company adopts a system of independent non-executive directors. An independent non-executive director refers to a director who does not hold any other position in the Company besides serving as a director, and who has no direct or indirect interest in the Company, its major shareholders, or its actual controllers, nor any relationship that may prevent the director from exercising independent and objective judgment.

Article 104 Independent non-executive directors owe duties of good faith and diligence to the Company and all shareholders, and shall, in accordance with relevant laws, administrative regulations, regulatory documents, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association, conscientiously perform their duties and safeguard the overall interests of the Company, with particular attention to ensuring that the legitimate rights and interests of minority shareholders are not prejudiced. Independent non-executive directors shall perform duties independently and shall not be influenced by the Company's major shareholders or actual controllers, or other units or individuals having an interest in the Company.

Article 105 Independent non-executive directors shall be independent. The following persons shall not serve as independent non-executive directors:

- (I) persons who hold positions in the Company or its affiliated enterprises, and their immediate family members and major social connections (immediate family members refer to spouses, parents and children; major social connections refer to siblings, parents-in-law, sons/daughters-in-law, spouses of siblings, siblings of spouses);
- (II) natural person shareholders directly or indirectly holding more than 1% of the Company's issued shares or are among the top 10 shareholders of the Company, and their spouses, parents, and children;
- (III) persons who hold positions in shareholder entities that directly or indirectly hold more than 5% of the Company's issued shares, or persons who hold positions in shareholder entities of the Company, and their immediate family members;
- (IV) persons who hold positions in affiliated enterprises of the Company's controlling shareholders or actual controllers, and their close relatives;
- (V) persons who have material business dealings with the Company, its controlling shareholders or actual controllers, or their respective affiliated enterprises, or persons who hold positions in entities that have such material business dealings or in the controlling shareholders or actual controllers of such entities;

- (VI) persons who provide financial, legal, consulting, sponsorship, or other services to the Company, its controlling shareholders or actual controllers, or their respective affiliated enterprises, including but not limited to all members of the project team of the service-providing intermediary institutions, reviewers at all levels, signatories to reports, partners, directors, senior management officers and principal responsible persons;
- (VII) persons who, within the most recent 12 months, have fallen under any of the circumstances set forth in items I through VI above;
- (VIII) other persons who, under laws, administrative regulations, provisions of the CSRC, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association, are deemed not to possess independence.

Article 106 The term of office of each independent non-executive director shall be the same as that of the Company's other directors. Upon expiration of their term of office, they may serve consecutive terms if re-elected, but shall not hold office for more than nine consecutive years.

Article 107 An independent non-executive director may appoint another independent non-executive director to attend a Board meeting on his/her behalf.

Article 108 If, in the course of performing his/her duties, an independent non-executive director identifies any violation of laws, administrative regulations, rules or the Articles of Association by the Board of Directors, any director, any senior management officer, or any corporate organization or personnel, the independent non-executive director shall promptly issue a written request for corrective action.

Article 109 Except as otherwise specifically provided for in this Section concerning independent non-executive directors, independent non-executive directors shall also comply with the general provisions on directors set out in the Articles of Association. In the event of any inconsistency between the general provisions and the special provisions, the special provisions shall prevail.

Article 110 To ensure that the independent non-executive directors exercise their functions and powers effectively, the Company shall provide them with necessary conditions:

- (I) The Company shall ensure that the independent non-executive directors have the same right to know as other directors. For any matter that requires a decision by the Board of Directors, the Company must send a prior notice to the independent non-executive directors within the legally prescribed period and simultaneously provide sufficient information. If an independent non-executive director deems the information insufficient, he/she may request supplementary information. When two or more independent non-executive directors consider that the information is insufficient or the reasoning is unclear, they may jointly submit a written request to the Board of Directors to postpone the Board meeting or postpone the deliberation of the matter, and the Board of Directors shall adopt such request;
- (II) The Company and the independent non-executive directors themselves shall retain the materials provided by the Company for at least 10 years;

- (III) The Company shall provide the working conditions necessary for the independent non-executive directors to perform their duties. The secretary to the Board of Directors of the Company shall actively assist the independent non-executive directors in performing their duties, such as briefing on the situation and providing materials, regularly report on the Company's operations, and where necessary, arrange site visits for the independent non-executive directors;
- (IV) When the independent non-executive directors exercise their functions and powers, the relevant personnel of the Company shall actively cooperate, and shall not refuse, obstruct, or conceal information, nor interfere with the independent exercise of their functions and powers;
- (V) The costs incurred by independent non-executive directors for engaging intermediary agencies and other expenses necessary for the exercise of their functions and powers shall be borne by the Company;
- (VI) The Company shall provide appropriate allowances to the independent non-executive directors.

In addition to the aforesaid allowances, no independent non-executive director shall receive any additional, undisclosed benefits from the Company, its major shareholders, or any interested institutions and individuals.

Section 3 Board of Directors

Article 111 The Company shall establish a Board of Directors which is accountable to the shareholders' meeting.

Article 112 The Board of Directors is composed of executive directors, non-executive directors and independent non-executive directors. The number of independent non-executive directors shall not be less than 3, and shall account for more than one-third of the total number of Board members.

Article 113 The Board of Directors shall exercise the following functions and powers:

- (I) to convene shareholders' meetings and to report on its work at the shareholders' meetings;
- (II) to implement resolutions of the shareholders' meetings;
- (III) to decide on the business plans and investment proposals of the Company;
- (IV) to prepare the Company's annual financial budget and final accounts plan;
- (V) to prepare proposals for profit distribution and for making up losses of the Company;
- (VI) to prepare proposals for the increase or reduction of registered capital and the issue of bonds or other securities of the Company and listing plans;

- (VII) subject to compliance with the provisions of the securities regulatory rules of the places where the Company's shares are listed, to formulate proposals for major acquisitions of the Company or the merger, demerger, dissolution or change in the form of the Company, as well as plans for the Company to repurchase its own shares for the reasons specified in items (I) and (II) of Article 22 of the Articles of Association;
- (VIII) In accordance with the provisions of the Articles of Association and the authorization from the shareholders' meeting, to decide on the repurchase of the Company's own shares for the reasons specified in items (III), (V) and (VI) of Article 22 of the Articles of Association;
- (IX) to decide on external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected (related party) transactions, external donations, etc. of the Company within the scope authorized by the shareholders' meeting;
- (X) to decide on the establishment of internal management organization of the Company;
- (XI) to appoint or dismiss the chief executive officer and secretary to the Board of Directors of the Company and determine matters relating to their remuneration, rewards and punishments; pursuant to the nomination of the chief executive officer, to appoint or dismiss other senior management officers of the Company (except the secretary to the Board of Directors), and determine matters relating to their remuneration, rewards and punishments;
- (XII) to formulate the basic management system of the Company;
- (XIII) to prepare proposals for the amendment of the Articles of Association;
- (XIV) to manage disclosure of information concerning the Company;
- (XV) to propose to the shareholders' meeting the engagement or change of the accounting firm that provides audit for the Company;
- (XVI) to receive reports and examine the work of the chief executive officer and other senior management officers;
- (XVII) Regarding the Company's outbound investments, if they don't meet the review standards of the shareholders' meeting as stipulated in Article 40 of the Articles of Association, and the investment amount of a single project is within RMB10 million (inclusive) and the cumulative annual investment amount of all projects is within RMB20 million (inclusive), the Board of Directors authorizes the chairman to make the decision. The chairman of the Board shall report to the chairman of the Strategy and Investment Committee in advance. For those exceeding the above investment amount ranges, they shall be submitted to the Board of Directors for review. For outbound investment activities that shall be reviewed by the shareholders' meeting according to the provisions of the Articles of Association, they shall be submitted to the shareholders' meeting for review after being approved by the Board of Directors;

(XVIII) All guarantees provided by the Company shall be reviewed by the Board of Directors. For guarantees that are required to be reviewed by the shareholders' meeting according to the provisions of the Articles of Association, they shall be submitted to the shareholders' meeting for review after being approved by the Board of Directors;

(XIX) such other functions and powers as authorized by the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed or the Articles of Association.

Matters that exceed the scope of authority granted by the shareholders' meeting shall be submitted to the shareholders' meeting for consideration.

Article 114 The Board of Directors of the Company has established a Strategy and Investment Committee, an Audit Committee, a Nomination Committee and a Remuneration Committee. The special committees shall be responsible to the Board of Directors and perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals shall be submitted to the Board of Directors for review and decision. All members of the special committees shall be composed of directors. Among them, independent non-executive directors shall account for the majority in the Audit Committee, the Nomination Committee and the Remuneration Committee and serve as conveners. The convener of the Audit Committee shall be an independent non-executive director with appropriate accounting or relevant financial management expertise as required by the regulatory rules of the listing place. The Board of Directors shall be responsible for formulating the implementation rules for the special committees to regulate the operation of the special committees. The Strategy and Investment Committee shall set up a Standing Group of the Strategy and Investment Committee, which shall be composed of the executive directors of the Company and be responsible for providing guidance and management in terms of the Company's strategy, investment and team building during the adjournment of the Board of Directors.

Article 115 The Board of Directors shall make explanations to the shareholders' meeting in relation to the non-standard audit opinions produced by certified public accountants on the financial reports of the Company.

Article 116 The Board of Directors shall formulate rules of procedure for meetings of the Board of Directors to ensure its execution of resolutions of the shareholders' meeting, enhance the work efficiency, and guarantee scientific decision-making. The rules of procedure for meetings of the Board of Directors shall stipulate the convening and voting procedures of Board meetings. As an appendix to the Articles of Association, the rules of procedure for meetings of the Board of Directors shall be formulated by the Board of Directors and approved by the shareholders' meeting.

Article 117 The Board of Directors shall determine its authority over matters such as external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected (related party) transactions, external donations, and shall establish strict review and decision-making procedures. Major investment projects shall be reviewed by relevant experts and professionals and submitted to the shareholders' meeting for approval. If the place where the Company's shares are listed has other provisions, such provisions shall prevail.

- (I) Any transaction (excluding external investments and provision of guarantees) entered into by the Company that meets any of the following thresholds but has not yet reached the threshold requiring approval by the shareholders' meeting must be submitted to the Board of Directors for approval:
1. the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 10% of the latest audited total assets of the Company;
 2. the transaction amount accounts for more than 10% of the Company's market capitalization;
 3. the net asset value of the object of transaction (e.g., equity) in the latest fiscal year accounts for more than 10% of the Company's market capitalization;
 4. the related operating income of the object of transaction (e.g., equity) in the most recent fiscal year accounts for more than 10% of the audited operating income of the Company in such fiscal year, with the absolute amount of more than RMB10 million;
 5. the profit generated by the transaction accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million;
 6. the related net profit of the object of transaction (e.g. equity) in the most recent fiscal year accounts for more than 10% of the audited net profit of the Company in such fiscal year, with the absolute amount of more than RMB1 million.

If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.

(II) Any transaction (excluding the provision of guarantee, receipt of cash donation, and any transaction that simply relieves the Company of obligatory debt) entered into by the Company that meets any of the following thresholds shall be submitted to the shareholders' meeting for consideration:

1. the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 50% of the latest audited total assets of the Company;
2. the transaction amount accounts for more than 50% of the Company's market capitalization;
3. the net asset value of the object of transaction (e.g., equity) in the latest fiscal year accounts for more than 50% of the Company's market capitalization;
4. the related operating income of the object of transaction (e.g., equity) in the most recent fiscal year accounts for more than 50% of the audited operating income of the Company in such fiscal year, with the absolute amount of more than RMB50 million;
5. the profit generated by the transaction accounts for more than 50% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB5 million.
6. the related net profit of the object of transaction (e.g. equity) in the most recent fiscal year accounts for more than 50% of the audited net profit of the Company in such fiscal year, with the absolute amount of more than RMB5 million.

If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.

The Board of Directors may, based on the actual circumstances of the Company, specifically authorize the chairman of the Board or the chief executive officer to execute the matters within the scope of the Board's authority under this Article (excluding external investments, provision of guarantees, and connected (related party) transactions).

Article 118 The Board of Directors shall have a chairman and a vice-chairman, both of whom shall be elected by a majority of all directors of the Board of Directors.

Article 119 The chairman of the Board of Directors shall exercise the following functions and powers:

- (I) to preside over the shareholders' meeting and to convene and preside over the meetings of the Board of Directors;
- (II) to supervise and inspect the implementation of resolutions of the Board of Directors;
- (III) to exercise any other functions and powers conferred by the Board of Directors.

Article 120 If the chairman of the Board is unable or fails to perform duties thereof, such duties shall be performed by the vice-chairman. In the event that the vice-chairman is unable or fails to perform duties thereof, a director shall be elected jointly by a majority of the directors to perform such duties.

Article 121 The Board meetings include regular meetings and extraordinary meetings.

No less than four regular Board meetings shall be held each year. Such regular meetings shall be convened by the chairman of the Board, with the notice thereof being given in writing to all directors and supervisors 14 days prior to the meeting date.

Article 122 Shareholders representing more than one-tenth of the voting rights, more than one-third of the directors, more than one-half of independent non-executive directors or the Board of Supervisors may propose to convene an extraordinary meeting of the Board of Directors. The chairman of the Board shall convene and preside over such Board meeting within 10 days after receiving the proposal.

Article 123 When convening an extraordinary Board meeting, the Board of Directors shall notify all directors by telephone, fax, or personal delivery at least five days prior to the holding of the meeting. In an emergency where an extraordinary Board meeting needs to be convened as soon as possible, the meeting notice may be given at any time by telephone or other oral means, provided that the convener shall make an explanation at the meeting.

Article 124 The notice of a Board meeting shall include at least the following:

- (I) the date and venue of the meeting;
- (II) the duration of the meeting;
- (III) the purpose and agenda items;
- (IV) the date on which the notice is sent.

Article 125 A meeting of the Board of Directors shall be held with the attendance of a majority of the directors (including proxies). Resolutions made by the Board of Directors shall be passed by a majority of all directors. In case relevant laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the places where the Company's shares are listed have different stipulations regarding matters related to the resolutions of the Board of Directors, those stipulations shall be followed.

When voting on the resolutions of the Board of Directors, each director shall have one vote.

Article 126 If a director or any of his/her close associates (as defined in the Hong Kong Listing Rules) has a connected (related party) relationship with or material interest in the enterprise involved in a matter to be resolved at the Board meeting, such director shall promptly report such relationship or interest in writing to the Board of Directors. Directors with such relationship or interest shall not vote on such resolution or exercise voting rights on behalf of any other director, nor shall they be counted in the quorum for the meeting. Such Board meeting may be held with the attendance of a majority of directors who do not have any connected (related party) relationship or material interest, and resolutions passed at the Board meeting shall be approved by a majority of directors who do not have any connected (related party) relationship or material interest. If the number of directors attending the Board meeting who have no connected (related party) relationship or material interest is less than three, the matter shall be submitted to the shareholders' meeting for consideration.

Article 127 The voting methods for Board resolutions shall include written voting methods such as completion of voting ballots or a show of hands, with each director having one vote.

In principle, Board meetings shall be held onsite. Provided that the attending directors are afforded full opportunity to express their opinions, extraordinary Board meetings may be held and pass resolutions via video, telephone, fax, email, or written circulation, subject to the consent of the convener (presider) and the proposer, and the resolutions shall be signed by the attending directors.

Article 128 Unless there are special reasons, a director shall attend Board meetings in person. If a director is unable to attend the meeting for any reason, he/she shall carefully select and appoint another director in writing to attend the meeting on his/her behalf. The power of attorney shall specify the name of the proxy, the matters delegated, and the scope and term of authorization, and shall bear the signature or seal of the principal. Any director attending the meeting on behalf of another director shall exercise the rights of directors within the scope of authorization. If a director fails to attend a Board meeting in person or by proxy, the said director shall be deemed to have waived his/her right to vote at the meeting.

No director may accept authorizations from more than two other directors to attend a single Board meeting. During the deliberation of connected (related party) transactions, non-connected (related) directors shall not delegate attendance to connected (related) directors.

Article 129 The Board of Directors shall prepare minutes for its decisions on matters considered at its meetings. The minutes of Board meetings shall be true, accurate and complete. Directors attending the meeting, the secretary to the Board of Directors and the recorder shall sign the minutes.

The minutes of Board meetings shall be properly maintained as important corporate records of the Company for a period of not less than ten years.

Article 130 The minutes of a Board meeting shall include the following:

- (I) the date and venue of the meeting and the name of the convener;
- (II) the names of the directors attending the meeting and the names of the directors (proxies) attending the Board meeting on behalf of other directors by proxy;
- (III) the agenda of the meeting;
- (IV) key points of the directors' speeches; and
- (V) the voting method and results for each resolution (the voting results shall specify the numbers of votes in favour of, against and abstaining from the resolution).

The Rules of Procedure for the Board of Directors may prescribe other matters to be included in the minutes.

Chapter 6 The Executive Committee and Senior Management Officers

Article 131 The Company has established the Executive Committee, which shall be responsible for the implementation of strategies and daily operations and management activities. The Executive Committee shall have one chairman, one or two vice-chairmen and several members.

The Chief Executive Officer shall serve as the Chairman of the Executive Committee, and the President shall serve as the Vice-Chairman of the Executive Committee. Other members of the Executive Committee shall be nominated by the Chairman of the Executive Committee, reviewed by the Nomination Committee of the Board of Directors, determined by the Strategy and Investment Committee, and reported to the Board of Directors of the Company. The Secretary to the Board of Directors shall also serve as the Secretary to the Executive Committee of the Company.

The Chief Executive Officer and the Secretary to the Board of Directors shall be nominated by the Chairman of the Board, reviewed by the Nomination Committee and the Strategy and Investment Committee, and appointed or dismissed by the Board of Directors. Other senior management officers (excluding the Chief Executive Officer and the Secretary to the Board of Directors) shall be nominated by the Chief Executive Officer, reviewed by the Nomination Committee and the Strategy and Investment Committee, and appointed or dismissed by the Board of Directors.

Article 132 The provisions of Article 93 of the Articles of Association regarding circumstances under which a person may not serve as a director shall also apply to senior management officers.

The provisions of Article 95 of the Articles of Association regarding directors' duty of loyalty and Article 96 regarding directors' duty of diligence shall also apply to senior management officers.

Article 133 Persons holding administrative positions other than director or supervisor in an entity controlled by the controlling shareholder of the Company shall not serve as senior management officers of the Company.

Members of the Executive Committee and senior management officers of the Company shall receive remuneration only from the Company and shall not be paid by the controlling shareholder on the Company's behalf.

Article 134 The term of office for the Executive Committee and the Chief Executive Officer shall be three years each term. They may be reappointed for consecutive terms.

Article 135 The Chief Executive Officer shall be responsible to the Board of Directors and exercise the following functions and powers:

- (I) to preside over the Company's production, operation and management work, to organize the implementation of the resolutions of the Board of Directors, and to report work to the Board of Directors;
- (II) to organize the implementation of the Company's annual business plans and investment plans;
- (III) to draft the plans for the establishment of the Company's internal management organizations;
- (IV) to draft the basic management systems of the Company;
- (V) to formulate the specific rules and regulations of the Company;
- (VI) to propose to the Board of Directors to appoint or dismiss other senior management officers of the Company except the Secretary to the Board of Directors;
- (VII) to decide to appoint or dismiss the management officers who are not required to be appointed or dismissed by the Board of Directors;
- (VIII) to exercise other functions and powers conferred by the Articles of Association or the Board of Directors.

The Chief Executive Officer may attend meetings of the Board of Directors as a non-voting participant.

Article 136 The Chief Executive Officer shall formulate detailed working rules for the Chief Executive Officer, which shall be implemented upon approval by the Board of Directors.

Article 137 The detailed working rules for the Chief Executive Officer shall include the following:

- (I) the conditions, procedures and participants for operational meetings;
- (II) the specific duties and division of responsibilities of the Chief Executive Officer and other senior management officers;
- (III) the authority relating to the use of the Company's funds and assets, the execution of major contracts, and the reporting system to the Board of Directors and the Board of Supervisors; and
- (IV) other matters deemed necessary by the Board of Directors.

Article 138 The Chief Executive Officer may resign prior to the expiration of his/her term of office. The specific procedures and arrangements for such resignation shall be governed by his/her employment contract.

Article 139 The specific duties of other senior management officers shall be governed by the detailed working rules for the Chief Executive Officer. Where the Chief Executive Officer is unable to perform his/her powers and functions, other senior management officers may perform such powers and functions on his/her behalf upon authorisation.

Article 140 The Company shall appoint a Secretary to the Board of Directors, who shall be responsible for corporate governance, investor relations and other matters.

The Secretary to the Board of Directors shall be nominated by the Chairman of the Board, reviewed by the Nomination Committee and the Strategy and Investment Committee, and appointed or dismissed by the Board of Directors.

The Secretary to the Board of Directors shall comply with the relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association.

Article 141 Where senior management officers, in the performance of their duties, violate laws, administrative regulations, departmental rules or the Articles of Association, thereby causing losses to the Company, they shall be liable for compensation.

Article 142 Senior management officers of the Company shall faithfully perform their duties and safeguard the maximum interests of the Company and all shareholders. Where senior management officers cause damage to the interests of the Company or its shareholders as a result of failing to faithfully perform their duties or breaching their duty of good faith, they shall be liable for compensation in accordance with the law.

Chapter 7 Board of Supervisors

Section 1 Supervisors

Article 143 The provisions of Article 93 of the Articles of Association regarding circumstances under which a person may not serve as a director shall also apply to supervisors.

Article 144 Directors, the Chief Executive Officer and other senior management officers shall not act concurrently as supervisors.

During the tenure of directors and senior management officers of the Company, their spouses and immediate family members shall not serve as supervisors of the Company.

Article 145 Supervisors shall comply with laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association. They shall owe duties of loyalty and diligence to the Company and shall not abuse their powers to accept bribes or other unlawful income, nor misappropriate the Company's assets.

The provisions relating to the director's duty of loyalty and diligence as stipulated in the Articles of Association shall also apply to the supervisors.

Article 146 Each supervisor shall serve for a term of three years. The term is renewable upon re-election and re-appointment.

Article 147 Where a supervisor's term of office expires and a re-election is not conducted in a timely manner, or where a supervisor resigns during his/her term of office resulting in the number of members of the Board of Supervisors falling below the statutory minimum, the outgoing supervisor shall continue to perform the duties of a supervisor in accordance with laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association until the newly elected supervisor assumes office.

Article 148 Supervisors may attend Board meetings as non-voting participants and may raise inquiries or make recommendations regarding matters resolved by the Board of Directors.

Article 149 Supervisors shall not use their connected relationships to harm the interests of the Company. Where losses are caused to the Company, they shall be liable for compensation.

Article 150 Where supervisors, in the performance of their duties, violate laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, or the Articles of Association, thereby causing losses to the Company, they shall be liable for compensation.

Section 2 Board of Supervisors

Article 151 The Company shall have the Board of Supervisors. The Board of Supervisors shall consist of three supervisors, including one supervisor representing employees and two supervisors appointed by shareholders.

The employee representatives on the Board of Supervisors shall be democratically elected by the Company's employees through the employees' congress, the general meeting of employees or other forms. The supervisors who are not employee representatives shall be elected or replaced by the shareholders' meeting.

The Company's Board of Supervisors shall have one chairman. The chairman of the Board of Supervisors shall be elected by a majority vote of all the supervisors. The chairman of the Board of Supervisors shall convene and preside over the meetings of the Board of Supervisors. In the event that the chairman of the Board of Supervisors is unable to perform his/her duties or fails to perform his/her duties, a majority of the supervisors shall jointly recommend one supervisor to convene and preside over the meetings of the Board of Supervisors.

Article 152 The Board of Supervisors shall perform the following duties:

- (I) to review and provide written review comments on the Company's periodic reports prepared by the Board of Directors;
- (II) to inspect the Company's financial position;
- (III) to supervise the performance of duties by directors and senior management officers and to propose the removal of directors and senior management officers who violate laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the places where the Company's shares are listed, the Articles of Association or resolutions of the shareholders' meeting;
- (IV) to demand the directors and senior management officers to rectify their errors if they have acted in a harmful manner to the Company's interest;
- (V) to propose to convene an extraordinary shareholders' meeting, and where the Board fails to perform the duties in relation to convening or presiding over a shareholders' meeting as required by the Company Law, to convene and preside over the shareholders' meeting;
- (VI) to propose motions in a shareholders' meeting;
- (VII) to take legal actions against directors and senior management officers in accordance with Article 189 of the Company Law;

- (VIII) to conduct investigations whenever unusual conditions of operation of the Company arise and if necessary, to engage professional institutions such as firms of accountants and lawyers to assist in the investigations. Any costs arising therefore shall be borne by the Company;
- (IX) to require directors and senior management officers to submit reports on the execution of their duties;
- (X) other powers and functions prescribed by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the places where the Company's shares are listed, the Articles of Association, or granted by the shareholders' meeting.

Article 153 The Board of Supervisors shall hold at least one meeting every six months. Supervisors may propose to hold an interim meeting of the Board of Supervisors. For regular meetings and interim meetings of the Board of Supervisors, the Board of Supervisors shall issue written meeting notices 10 days and 5 days in advance, respectively. In case of an emergency where an interim meeting of the Board of Supervisors needs to be convened as soon as possible, the meeting notice may be issued orally or by telephone at any time, but the convener shall make an explanation at the meeting.

A meeting of the Board of Supervisors shall be held with the presence of a majority of the supervisors. Resolutions of the Board of Supervisors shall be adopted by a majority vote of the supervisors.

Voting on resolutions of the Board of Supervisors shall be on a one-person-one-vote basis.

Supervisors shall attend meetings of the Board of Supervisors in person. Where a supervisor is unable to attend a meeting of the Board of Supervisors for any reason, he/she may appoint another supervisor in writing to attend and vote on his/her behalf. The proxy authorisation shall specify the name of the proxy, the matters authorised, the scope of authority and the period of validity, and shall be signed or sealed by the appointing supervisor. A supervisor attending the meeting on behalf of another supervisor shall exercise the rights of a supervisor within the scope of the authorisation. A supervisor who neither attends a meeting of the Board of Supervisors in person nor appoints another supervisor to attend on his/her behalf shall be deemed to have waived his/her voting rights at that meeting.

Article 154 The Board of Supervisors shall formulate its rules of procedure to specify the methods of deliberation and voting procedures of the Board of Supervisors, so as to ensure its operational efficiency and scientific decision-making. The rules of procedure of the Board of Supervisors shall prescribe the procedures for convening meetings and adopting resolutions of the Board of Supervisors. The rules of procedure of the Board of Supervisors shall form an appendix to the Articles of Association, be formulated by the Board of Supervisors and approved by the shareholders' meeting.

Article 155 The Board of Supervisors shall prepare minutes of its decisions on matters considered at its meetings. Supervisors attending the meeting and the recorder shall sign the minutes.

A supervisor shall have the right to request that explanatory statements regarding his/her remarks at the meeting be recorded in the minutes. The minutes of meetings of the Board of Supervisors shall be maintained as important corporate records of the Company for a period of not less than ten years.

Article 156 Notice of a meeting of the Board of Supervisors shall include the following:

- (I) the date, venue and duration of the meeting;
- (II) the reasons for convening the meeting and the matters to be considered;
- (III) the date of issuance of the notice; and
- (IV) other contents required by laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules and other regulatory rules of the places where the Company's shares are listed.

Chapter 8 Financial and Accounting Systems, Profit Distribution and Auditing

Section 1 Financial and Accounting Systems

Article 157 The Company shall formulate its financial and accounting systems in accordance with laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other regulatory rules of the places where the Company's shares are listed and the requirements of relevant state authorities. Where the Hong Kong Listing Rules or the securities regulatory authorities in the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

Article 158 The Company shall prepare financial and accounting reports such as annual reports in accordance with relevant laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed. In addition to the statutory accounting books, the Company shall not keep separate accounting books. The Company's assets shall not be deposited into accounts opened in the name of any individual.

Article 159 In distributing the after-tax profits in the current year, the Company shall allocate 10% of such profits into its statutory reserve fund. When the aggregate amount of the statutory reserve fund of the Company is 50% or more of its registered capital, further allocations are not required.

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

After allocation of its after-tax profits to its statutory reserve fund, the Company may, subject to the approval by resolutions of the shareholders' meeting, allocate its after-tax profits to its discretionary reserve fund.

After making up for the losses and making allocations to the reserve fund, any remaining after-tax profits shall be distributed by the Company to its shareholders in proportion to their respective shareholdings unless it is stipulated that such distribution shall not be made in proportion to the shareholdings pursuant to the Articles of Association.

If the Company violates the provisions of the preceding paragraph and distributes profits to shareholders before making up losses and allocating the statutory reserve funds, shareholders must return the profits distributed in violation of the provisions to the Company. If losses are caused to the Company, shareholders and the responsible directors, supervisors and senior management officers shall bear the liability for compensation.

The Company's shares held by the Company are not entitled to any profit distribution.

Article 160 The reserve funds of the Company shall be used to make up losses, expand the Company's production and operations, or be converted into an increase in the Company's capital.

To make up losses, the Company shall first use the discretionary reserve fund and the statutory reserve fund. If the losses still cannot be fully covered, the capital reserve fund may be used in accordance with applicable regulations.

Where the statutory reserve fund is converted into registered capital, the balance of the reserve fund shall not fall below 25% of the Company's registered capital prior to such conversion.

Article 161 After the shareholders' meeting has adopted a resolution on the profit distribution plan, or after the Board of Directors has formulated a specific interim dividend distribution plan for the following year in accordance with the conditions and upper limit for interim dividend distribution approved at the annual shareholders' meeting, the Company shall complete the distribution of dividends (or shares) within two months.

Article 162 The Company's profit distribution policy shall be to distribute profits in proportion to the shares held by shareholders. Dividends may be distributed in cash or in shares.

Section 2 Internal Auditing

Article 163 The Company shall implement an internal audit system and be staffed with full-time auditors to conduct internal audits and supervision over the Company's financial revenues and expenditures and economic activities.

Article 164 The internal audit system of the Company and the responsibilities of the auditors shall be implemented after being approved by the Board of Directors. The person in charge of the audit shall be responsible to the Board of Directors and report work to it.

Section 3 Appointment of Accounting Firm

Article 165 The Company shall appoint an accounting firm that complies with the provisions of the Securities Law, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company's shares are listed to conduct audits of accounting statements, verification of net assets, and other related consulting services, etc., with a term of one year, which is renewable.

Article 166 The engagement and dismissal of the accounting firm by the Company shall be determined by the shareholders' meeting. The Board of Directors shall not appoint an accounting firm prior to the decision made by the shareholders' meeting.

Article 167 The Company shall ensure that the accounting firm engaged is provided with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information, and shall not refuse to provide, conceal or make false reports regarding such information.

Article 168 The audit fees of the accounting firm shall be determined by the shareholders' meeting.

Article 169 When the Company dismisses or does not renew the appointment of an accounting firm, it shall notify the accounting firm thirty days in advance. When the shareholders' meeting votes on the dismissal of the accounting firm, the accounting firm shall be permitted to present its views.

Where an accounting firm resigns from its appointment, it shall explain to the shareholders' meeting whether there are any improper circumstances on the part of the Company.

Chapter 9 Notices and Announcements

Section 1 Notices

Article 170 Notices of the Company (including corporate communications as defined in Rule 1.01 of the Hong Kong Listing Rules) shall be issued in the following forms:

- (I) by personal delivery;
- (II) by mail;
- (III) by announcement; or
- (IV) by any other form recognised by laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory authorities in the place where the Company's shares are listed, or as provided in the Articles of Association.

With respect to the manner in which the Company provides or sends corporate communications to shareholders in accordance with the requirements of the Hong Kong Listing Rules, subject to compliance with the laws and regulations of the place of listing, the Listing Rules and the Articles of Association, corporate communications may be sent to shareholders through the website designated by the Company and/or the website of the Hong Kong Stock Exchange, or by electronic means. The aforesaid corporate communications refer to any document issued or to be issued by the Company for the information or action of shareholders or other persons as required under the Hong Kong Listing Rules, including but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports and notices of interim reports), directors' reports (together with balance sheets and profit and loss statements), notices of meetings, listing documents, circulars and other communication documents. Where notices are issued by way of announcement pursuant to the powers conferred under the Articles of Association, such announcements shall be published in the manner prescribed by the Hong Kong Listing Rules.

Article 171 Where a Company notice is delivered by hand, the date on which the recipient signs (or affixes a seal to) the acknowledgment of receipt shall be the date of service. Where a Company notice is sent by mail, the third business day after delivery to the post office shall be the date of service. Where a Company notice is sent by telephone, the date of the telephone notification shall be the date of service. Where a Company notice is sent by facsimile, the date of transmission shall be the date of service. Where a Company notice is sent by email, the date of transmission shall be the date of service.

Article 172 An accidental omission to give notice of a meeting to a person entitled to receive such notice, or the failure of such person to receive the notice, shall not invalidate the meeting or the resolutions adopted at the meeting.

Section 2 Announcements

Article 173 The Company shall issue announcements and make information disclosures to holders of its domestic unlisted shares through newspapers and websites designated by laws, administrative regulations or the relevant domestic regulatory authorities. Where an announcement is required to be made to holders of H Shares pursuant to the Articles of Association, such announcement shall also be published in designated newspapers, websites and/or on the Company's website in accordance with the relevant requirements of the Hong Kong Listing Rules. The Board of Directors shall have the authority to determine and adjust the media designated for the Company's information disclosure, provided that such media comply with the requirements of the relevant laws and regulations and the listing rules of the places where the Company's shares are listed.

Chapter 10 Merger, Division, Increase and Decrease of Capital, Dissolution and Liquidation

Section 1 Merger, Division, Increase and Decrease of Capital

Article 174 The merger of the Company may take the form of either merger by absorption or merger by establishment of a new entity.

Merger by absorption refers to the merger realized by a company through the absorption of other companies, in which case the absorbed companies are dissolved. Merger by the establishment of a new entity refers to the merger of two or more companies to create a new company, in which case the merging parties are dissolved.

Where the consideration paid by the Company for a merger does not exceed ten percent of the Company's net assets, a resolution of the shareholders' meeting is not required, unless otherwise provided in the Articles of Association.

Where a merger is carried out without a resolution of the shareholders' meeting pursuant to the preceding paragraph, it shall be approved by a resolution of the Board of Directors.

Article 175 In the event of a merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of properties. The Company shall notify its creditors within ten days from the date of adopting the merger resolution and shall make an announcement in a newspaper or through the National Enterprise Credit Information Publicity System within thirty days. Creditors may, within thirty days from the date of receipt of the notice, or within forty-five days from the date of the announcement if no notice is received, require the Company to repay its debts or provide corresponding security.

Article 176 When a company merges, the creditor's rights and debts of the merging parties shall be inherited by the surviving company or the newly established company after the merger.

Article 177 In the event of a division of the Company, its properties shall be divided up accordingly.

In the event of a division, the Company shall prepare balance sheets and inventories of properties. The Company shall notify its creditors within ten days from the date of adopting the division resolution and shall make an announcement in a newspaper or through the National Enterprise Credit Information Publicity System within thirty days.

Article 178 Debts incurred by the Company prior to its division shall be jointly and severally assumed by the companies formed after the division, except where the Company and its creditors have otherwise agreed in writing on debt repayment before the division.

Article 179 Where the Company needs to reduce its registered capital, it shall prepare balance sheets and inventories of properties.

The Company shall notify its creditors within ten days from the date of adopting the resolution on capital reduction and shall make an announcement in a newspaper or through the National Enterprise Credit Information Publicity System within thirty days. Creditors may, within thirty days from the date of receipt of the notice, or within forty-five days from the date of the announcement if no notice is received, require the Company to repay its debts or provide corresponding security.

When reducing its registered capital, the Company shall reduce capital contributions or shares in proportion to the shares held by shareholders, unless otherwise provided by law or the Articles of Association.

Article 180 Where, after making up losses in accordance with paragraph 2 of Article 159 of the Articles of Association, the Company still has losses, it may reduce its registered capital to make up such losses. Where registered capital is reduced to make up losses, the Company shall not distribute funds to shareholders, nor shall it exempt shareholders from their obligations to make capital contributions or pay for shares.

Where registered capital is reduced pursuant to the preceding paragraph, paragraph 2 of the preceding article shall not apply. However, the Company shall make an announcement in a newspaper or through the National Enterprise Credit Information Publicity System within thirty days from the date on which the shareholders' meeting adopts the resolution on capital reduction.

Following a reduction of registered capital in accordance with the preceding two paragraphs, the Company shall not distribute profits until the aggregate amount of its statutory reserve fund and discretionary reserve fund reaches fifty percent of its registered capital.

Where registered capital is reduced in violation of the relevant provisions of the Company Law, the listing rules of the places where the Company's shares are listed or other relevant regulations, shareholders shall return the funds they have received, and any exemption from shareholders' capital contribution obligations shall be restored to its original state. Where losses are caused to the Company, the shareholders and the directors and senior management officers responsible shall be liable for compensation.

Where the Company issues new shares to increase its registered capital, shareholders shall not enjoy pre-emptive subscription rights, unless otherwise provided in the Articles of Association, the listing rules of the places where the Company's shares are listed, or by a resolution of the shareholders' meeting granting shareholders such pre-emptive rights.

Article 181 Where the Company undergoes a merger or division and any registered item is changed, it shall apply to the company registration authority for registration of such change in accordance with the law. Where the Company is dissolved, it shall apply for deregistration in accordance with the law. Where a new company is established, registration for establishment shall be completed in accordance with the law.

Where the Company increases or reduces its registered capital, it shall apply to the company registration authority for registration of such change in accordance with the law.

Section 2 Dissolution and Liquidation

Article 182 The Company shall be dissolved for any of the following reasons:

- (I) The business period specified in the Articles of Association is expired or other causes of dissolution specified therein take place;
- (II) The shareholders' meeting resolves to dissolve the Company;
- (III) Dissolution is necessary due to a merger or demerger of the Company;
- (IV) The business license is revoked, or the Company is ordered to close or be shut down according to law;
- (V) Where the Company has experienced material difficulties in operation and management, and the continuous operation would lead to substantial losses to the interests of its shareholders and there are no other solutions to resolve the matters, shareholders holding 10% or more of the voting rights of all shareholders of the Company may appeal to the People's Court for dissolution of the Company.

The dissolution or liquidation of the Company shall be subject to the approval of a special resolution of the shareholders' meeting. When causes for the dissolution as stipulated in the preceding paragraph occur, it shall disclose the reasons for dissolution through the National Enterprise Credit Information Publicity System within ten days.

Article 183 Where the Company falls under the circumstances set out in items (I) or (II) of Article 182 of the Articles of Association and has not yet distributed its assets to shareholders, it may continue to exist through amendment of the Articles of Association or by resolution of the shareholders' meeting.

Any amendment to the Articles of Association or resolution of the shareholders' meeting pursuant to the preceding paragraph shall be approved by shareholders representing more than two-thirds of the voting rights held by shareholders attending the shareholders' meeting.

Article 184 Where the Company is dissolved pursuant to items (I), (II), (IV) or (V) of Article 182 of the Articles of Association, liquidation shall be carried out.

The directors shall be the persons responsible for the Company's liquidation and shall form a liquidation committee within fifteen days from the date on which the cause of dissolution arises to conduct the liquidation. The liquidation committee shall be composed of directors, unless otherwise provided in the Articles of Association or other persons are appointed by a resolution of the shareholders' meeting.

Where a person responsible for liquidation fails to perform the liquidation obligations in a timely manner and causes losses to the Company or its creditors, such person shall be liable for compensation.

Article 185 During the liquidation period, the liquidation committee shall exercise the following powers and functions:

- (I) to liquidate the Company's properties and prepare balance sheets and inventories of properties separately;
- (II) to notify and announce to creditors;
- (III) to deal with the Company's outstanding business affairs relating to the liquidation;
- (IV) to settle outstanding taxes and taxes arising during the liquidation process;
- (V) to settle claims and debts;
- (VI) to dispose of the remaining properties of the Company after repayment of its debts;
and
- (VII) to participate in civil litigation activities on behalf of the Company.

Article 186 The liquidation committee shall notify the creditors within ten days as of its establishment and make a public announcement in newspapers within sixty days. Creditors shall declare their claims to the liquidation committee within thirty days as of the receipt of the notice or within forty-five days as of the date of the public announcement if they have not received the notice.

When declaring claims, creditors shall explain the relevant particulars of their claims and provide supporting evidence. The liquidation committee shall register such claims.

During the period for declaration of claims, the liquidation committee shall not make any repayment to creditors.

Article 187 After liquidating the Company's assets and preparing balance sheets and inventories of properties, the liquidation committee shall formulate a liquidation plan and submit it to the shareholders' meeting or the People's Court for confirmation.

After payment of liquidation expenses, employees' wages, social insurance expenses and statutory compensation, settlement of outstanding taxes and repayment of the Company's debts, the remaining assets of the Company shall be distributed to shareholders in proportion to their shareholdings.

During the liquidation period, the Company shall continue to exist but shall not carry on any business activities unrelated to the liquidation. The Company's assets shall not be distributed to shareholders before repayment is made in accordance with the preceding paragraph.

Article 188 Where, after liquidating the Company's assets and preparing balance sheets and inventories of properties, the liquidation committee discovers that the Company's assets are insufficient to repay 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 committee shall transfer the liquidation affairs to the bankruptcy administrator designated by the People's Court.

Article 189 Upon completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, submit it to the shareholders' meeting or the People's Court for confirmation, and file it with the company registration authority and apply for deregistration of the Company.

Article 190 Members of the liquidation committee shall perform their liquidation duties with duties of loyalty and diligence.

Where a member of the liquidation committee fails to diligently perform his/her liquidation duties and causes losses to the Company, he/she shall be liable for compensation. Where losses are caused to the Company or its creditors due to wilful misconduct or gross negligence, he/she shall be liable for compensation.

Members of the liquidation committee shall not abuse their powers to accept bribes or other unlawful income, nor misappropriate the Company's assets.

Where losses are caused to the Company or its creditors due to wilful misconduct or gross negligence of a member of the liquidation committee, such member shall be liable for compensation.

Article 191 Where the Company is declared bankrupt in accordance with the law, bankruptcy liquidation shall be conducted in accordance with the relevant laws governing enterprise bankruptcy.

Chapter 11 Amendment to the Articles of Association

Article 192 The Company shall amend its articles of association in one of the following circumstances:

- (I) subsequent to the amendment of the Company Law or relevant laws, administrative regulations, the Hong Kong Listing Rules and other regulatory rules of the places where the Company's shares are listed, the matters stipulated in the Articles of Association are in conflict with the provisions of the amended laws, administrative regulations, the Hong Kong Listing Rules and other regulatory rules of the places where the Company's shares are listed;
- (II) the Company has experienced changes, resulting in matters inconsistent with those recorded in the Articles of Association;
- (III) the shareholders' meeting decides to amend the Articles of Association.

Article 193 Matters of amendment of the Articles of Association adopted by resolution of the shareholders' meeting shall be submitted to the competent authorities for approval; if they involve matters of the Company's registration, the registration of the changes shall be made in accordance with the law.

Article 194 The Board of Directors shall amend the Articles of Association in accordance with the resolution of the shareholders' meeting regarding amendments to the Articles of Association and the approval opinions of the relevant competent authorities.

Where matters relating to amendments to the Articles of Association constitute information required to be disclosed under laws and regulations, such information shall be announced in accordance with the applicable requirements.

Chapter 12 Supplementary Provisions

Article 195 Definitions

- (I) "Controlling shareholder" means a shareholder holding more than fifty percent of the total share capital of the Company; or a shareholder whose shareholding is less than fifty percent but whose voting rights attached to the shares held by it are sufficient to exert a significant influence on resolutions of the shareholders' meeting; or a controlling shareholder as defined under the Hong Kong Listing Rules;
- (II) "Actual controller" means a person who, although not a shareholder of the Company, is able to effectively control the conduct of the Company through investment relationships, agreements or other arrangements;
- (III) "Connected relationship" means the relationship between the Company's controlling shareholders, actual controllers, directors, supervisors and senior management officers and enterprises directly or indirectly controlled by them, as well as other relationships that may result in the transfer of the Company's interests. However, enterprises controlled by the State shall not be deemed to have a connected relationship solely because they are under common State control, or a "connected relationship" as defined under the Hong Kong Listing Rules;
- (IV) "Independent non-executive director" means an "independent non-executive director" as defined under the Hong Kong Listing Rules;
- (V) "Accounting firm" means an "auditor" as defined under the Hong Kong Listing Rules.

Article 196 The Board of Directors may formulate detailed rules of the Articles of Association in accordance with the provisions thereof. Such detailed rules shall not conflict with the provisions of the Articles of Association.

Article 197 The Articles of Association are written in Chinese. In the event of any discrepancy between versions in any other language or different versions of the Articles of Association and the Articles of Association, the version of the Articles of Association most recently approved and registered by the administration for industry and commerce shall prevail.

Article 198 The terms “more than”, “within” and “less than” as referred to in the Articles of Association shall include the number itself; the terms “less than”, “beyond”, “below” and “exceeding” shall exclude the number itself.

Article 199 The Board of Directors shall be responsible for the interpretation of the Articles of Association.

Article 200 The appendices to the Articles of Association include the Rules of Procedure for the Shareholders’ Meeting, the Rules of Procedure for the Board of Directors, the Rules of Procedure for the Board of Supervisors and other related rules.

Article 201 Where any provision of the Articles of Association is inconsistent with laws, regulations, rules, the Hong Kong Listing Rules or other securities regulatory rules of the places where the Company’s shares are listed, the provisions of such laws, regulations, rules, the Hong Kong Listing Rules and other securities regulatory rules of the places where the Company’s shares are listed shall prevail.

Article 202 The Articles of Association shall be approved by a special resolution of the shareholders’ meeting of the Company and shall become effective and be implemented from the date on which the Company’s overseas-listed foreign shares (H Shares) are initially publicly offered and listed for trading on the Hong Kong Stock Exchange. From the effective date of the Articles of Association, the Company’s existing articles of association and all amendments thereto previously filed and registered with the competent market supervision and administration authority shall automatically cease to be effective.

Article 203 The Articles of Association are written in Chinese. In the event of any discrepancy between the Articles of Association and any version in another language or of a different version, the Chinese version most recently approved by and registered with the company registration authority shall prevail.

Article 204 The Articles of Association shall be executed in triplicate, with two copies retained by the Company and one copy filed with the company registration authority.