Guoxia Technology Co., Ltd.
果下科技股份有限公司

ARTICLES OF ASSOCIATION

October 2026

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ARTICLES OF ASSOCIATION OF GUOXIA TECHNOLOGY CO., LTD.

CHAPTER 1 GENERAL PROVISIONS

Article 1 To protect the legitimate rights and interests of the Company, shareholders, employees, and creditors, and to regulate the organization and conduct of the Company, the Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines on the Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other related regulations.

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

The Company was established through the overall restructuring of Jiangsu Guoxia Technology Corporation Limited and was incorporated by way of promotion. It registered with Wuxi Municipal Data Bureau and obtained a business licence with the unified social credit code of 91310116MA1JBF5H87.

Article 3 The Company was filed with the China Securities Regulatory Commission (the "CSRC") on October 27, 2025, and was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") on December 16, 2025, issuing 38,930,800 overseas listed foreign shares in Hong Kong (the "H Shares").

Article 4 Registered Name of the Company:
果下科技股份有限公司 (English name: Guoxia Technology Co., Ltd.).

Article 5 The Company's registered address is No. 9 Huicheng Road, Chang'an Street, Huishan District, Wuxi, with postal code: 214100.

Article 6 The registered capital of the Company is RMB103,542,315.

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

Article 8 The Chairman of the Board of Directors is the director who executes the affairs of the Company on its behalf and the legal representative of the Company.

Where the legal representative resigns, the Company shall appoint a new legal representative within 30 days after the date of his/her resignation.

If the Company changes its legal representative, the application for registration of the change shall be signed by the new legal representative.

Article 9 For civil activities carried out by the legal representative in the name of the Company, the legal consequences of which shall be borne by the Company.

Restrictions on the functions and powers of the legal representative set forth in the Articles of Association or by the general meeting shall not be raised against a bona fide third party.

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

Article 10 The liability of a shareholder of the Company shall be limited to the shares subscribed by that shareholder, and the Company shall be hold liable for its debts with all of its assets.

Article 11 The Articles of Association shall, from the date when it comes into force, constitute a legally binding document regulating the organization and activities of the Company, the rights and obligations between the Company and each shareholder and among the shareholders, and shall be binding on the Company and its shareholders, directors, supervisors and senior management. According to the Articles of Association, the shareholders may take legal actions against other shareholders or the directors, general manager and other senior management of the Company; the shareholders may take legal actions against the Company; and the Company may take legal actions against the shareholders, directors, general manager and other senior management.

Article 12 The senior management referred to in the Articles of Association refers to the manager, deputy manager, the financial controller, secretary to the Board of Directors of the Company, and other persons as stipulated in the Articles of Association.

Article 13 The Company establishes an organization of the Communist Party and carries out activities of the Party in accordance with the provisions of the Constitution of the Communist Party of the PRC. The Company shall provide the necessary conditions for the activities of the party organization.

CHAPTER 2 OBJECTIVES AND SCOPE OF BUSINESS

Article 14 The Company's business objectives: To drive a new era of green future through digital energy innovation, committed to providing global users with efficient, intelligent, and safe energy storage solutions, thereby advancing the global energy transition and sustainable development.

Article 15 As legally registered, the Company's business scope is as follows: Licensed items of business: all types of construction work; construction project designs; installation, maintenance, and testing of electric power facilities. (For items subject to approval in accordance with the law, approvals from the relevant authorities must be obtained prior to operation. Specific items shall be subject to approvals or licenses from relevant authorities); general items of business: technical services, technology development, technology consulting, technology exchange, technology transfer, technology promotion; engineering management services; battery leases; motor vehicle leases; information system integration services; software development; big data services; data processing services; information system operation and maintenance services; wholesale and retail of bicycles and parts; electric bicycle repair; sales of mopeds, mobility scooters, and related parts; industrial robot sales; electronic product sales; import and export of goods; import and export of technology; battery manufacturing (assembly only); mechanical and electrical equipment manufacturing; centralized fast-charging station equipment manufacturing; smart infrastructure equipment manufacturing; industrial robot manufacturing. (Except for those items which are subject to approval in accordance with the law, business activities are to be carried out independently in accordance with the law on the basis of the business licence)

CHAPTER 3 SHARES

Section 1 Issue of Shares

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

In addition to those required by the Company Law, other matters required to be specified by the Hong Kong Stock Exchange shall also be stated on the share certificate.

In the event of paperless issuance and trading of the shares of the Company, other requirements stipulated by the securities regulatory authorities in the places where the Company's shares are listed and the Hong Kong Stock Exchange shall apply.

Article 17 Shares of the Company shall be issued in a transparent, fair and equal manner and shares of the same class shall rank pari passu in all respects. Each of the shares of the same class shall be issued under the same conditions and at the same price in each issuance, and the same price shall be paid for each of the shares subscribed for by any subscriber.

Article 18 The par value of shares issued by the Company are denominated in Renminbi, with a nominal value of RMB0.2 each.

Article 19 Domestic unlisted shares issued by the Company are centrally deposited with China Securities Depository and Clearing Corporation Limited. The H Shares issued by the Company are mainly deposited in the trusted companies subordinate to Hong Kong Securities Clearing Company Limited.

Article 20 The Company was established by 12 Promoters: Hainan Xuding Information Management Consulting Co., Ltd.* (海南虛鼎信息管理諮詢有限公司), Chen Junde (陳俊德), Wuxi Luanhua Management Consulting Partnership (Limited Partnership)* (無錫欒華管理諮詢合夥企業(有限合夥)), Cai Guoming (蔡國明), Wuxi Xiyun Management Consulting Partnership (Limited Partnership)* (無錫溪雲管理諮詢合夥企業(有限合夥)), Lin Guodong (林國棟), Wuxi Yuebai Management Consulting Partnership (Limited Partnership)* (無錫月白管理諮詢合夥企業(有限合夥)), Liu Ziye (劉子葉), Feng Lizheng (馮立正), Kaibo Hongcheng (Hubei) Private Equity Investment Fund Partnership (Limited Partnership)* (凱博鴻成(湖北)私募股權投資基金合夥企業(有限合夥)), Zhang Xi (張晰), and Wuxi Jiqing Management Consulting Partnership (Limited Partnership)* (無錫霽青管理諮詢合夥企業(有限合夥)).

The Company was established with an initial issuance of 90 million shares, each with a nominal value of RMB1. All promoters contributed their holdings in Jiangsu Guoxia Technology Co., Ltd.* (江蘇果下科技有限公司) as capital by converting the net assets into shares. The shares issued to the promoters upon the establishment of the Company and the contribution methods and equity ratios of the promoters are as follows:

No.	Name of Shareholders	Number of Shares Held (10,000 Shares)	Percentage of Shareholding (%)	Method of Contribution	Timing of Capital Contribution
1	Hainan Xuding Information Management Consulting Co., Ltd.* (海南虛鼎信息管理諮詢有限公司)	2,764.80	30.72	Net asset capitalization	February 25, 2025
2	Chen Junde (陳俊德)	1,465.20	16.28	Net asset capitalization	February 25, 2025

No.	Name of Shareholders	Number of Shares Held (10,000 Shares)	Percentage of Shareholding (%)	Method of Contribution	Timing of Capital Contribution
3	Wuxi Luanhua Management Consulting Partnership (Limited Partnership)* (無錫欒華管理諮詢合夥企業(有限合夥))	1,340.10	14.89	Net asset capitalization	February 25, 2025
4	Cai Guoming (蔡國明)	855.00	9.50	Net asset capitalization	February 25, 2025
5	Wuxi Xiyun Management Consulting Partnership (Limited Partnership)* (無錫溪雲管理諮詢合夥企業(有限合夥))	675.00	7.50	Net asset capitalization	February 25, 2025
6	Lin Guodong (林國棟)	513.00	5.70	Net asset capitalization	February 25, 2025
7	Wuxi Yuebai Management Consulting Partnership (Limited Partnership)* (無錫月白管理諮詢合夥企業(有限合夥))	453.60	5.04	Net asset capitalization	February 25, 2025
8	Liu Ziye (劉子葉)	308.70	3.43	Net asset capitalization	February 25, 2025
9	Feng Lizheng (馮立正)	252.90	2.81	Net asset capitalization	February 25, 2025
10	Kaibo Hongcheng (Hubei) Private Equity Investment Fund Partnership (Limited Partnership)* (凱博鴻成(湖北)私募股權投資基金合夥企業(有限合夥))	176.40	1.96	Net asset capitalization	February 25, 2025
11	Zhang Xi (張晰)	164.70	1.83	Net asset capitalization	February 25, 2025
12	Wuxi Jiqing Management Consulting Partnership (Limited Partnership)* (無錫霽青管理諮詢合夥企業(有限合夥))	30.60	0.34	Net asset capitalization	February 25, 2025
Total		**9,000.00**	**100.00**	**–**	**–**

* *For identification purposes only*

Article 21 Upon filing with the CSRC and approval by the Hong Kong Stock Exchange, the Company may issue not more than 181,294,050 overseas listed foreign shares to investors, and convert 349,918,940 domestic shares of the Company it held into overseas listed foreign shares.

After the abovementioned issuance of overseas listed foreign shares and the partial conversion of domestic unlisted shares into overseas listed shares, the share capital structure of the Company is: 517,711,575 ordinary shares, including 123,022,235 domestic unlisted shares and 394,689,340 overseas listed shares.

Article 22 The Company or its subsidiaries (including affiliates of the Company) shall not by way of gift, advance, guarantee or lending etc., provide financial assistance for others to acquire shares of the Company or its parent company, except when the Company implements an employee share ownership scheme.

For the benefits of the Company, the Company may, upon a resolution by the general meeting or by the Board of Directors under the Articles of Association or the authorization of the general meeting, provide financial aids for others to obtain the shares of the Company or the parent company thereof, provided that the total accumulative amount of the financial aids shall not exceed 10% of the total issued share capital. A resolution by the Board of Directors shall be adopted by more than two-thirds of all the directors.

Where the laws, administrative regulations, departmental rules, normative documents, the securities regulatory authorities of the place where the shares of the Company are listed and Hong Kong Listing Rules stipulate other provisions on the aforementioned matters, those provisions shall prevail.

Section 2 Increase, Reduction and Repurchase of Shares

Article 23 In light of the Company's operational and developmental needs, the Company may increase its capital in accordance with the laws and regulations, the regulatory rules of the place where the Company's shares are listed and subject to a resolution of the general meeting, by any of the following methods:

(I) public offering of shares;

(II) private placement of shares;

(III) placement or allotment of bonus shares to existing shareholders;

(IV) conversion of reserve funds to share capital;

(V) other methods permitted by laws, administrative regulations, the CSRC and the regulatory authorities of the place where the Company's shares are listed.

Article 24 The Company may reduce its registered capital. Any reduction of the Company's registered capital shall be subject to the procedures prescribed in the Company Law and other relevant regulations, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed, as well as the Articles of Association.

Article 25 The Company shall not acquire the Company's shares, except in the following circumstances, provided that such action does not violate laws, regulations, the provisions of the securities regulatory authorities of the place where the Company's shares are listed, the Hong Kong Listing Rules or the Articles of Association:

(I) to reduce the Company's registered capital;

(II) merger with another company that holds its shares;

(III) use of shares for an employee stock ownership plan or equity incentive;

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

(V) use of shares for conversion of convertible corporate bonds issued by the listed company;

(VI) it is necessary for the Company to maintain its company value and protect its shareholders' equity;

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

Article 26 The Company may acquire its own shares by means of public centralised trading or other means that are approved by laws, administrative regulations, the CSRC and the stock exchange of the place where the Company's shares are listed.

If the Company acquires its own shares in the circumstances specified in items (III), (V) and (VI) of the first paragraph of Article 25 of the Articles of Association, it shall do so through public centralised trading.

Article 27 The Company's acquisition of its own shares in the circumstances as set out in items (I) and (II) of the first paragraph of Article 25 of the Articles of Association shall be subject to the resolution of the general meeting; or may be approved by resolution of the meeting of Board of Directors approved by more than two-thirds of attending directors in accordance with the provisions hereof or with the authorization of the general meeting, if it arises from circumstances set forth in items (III), (V) and (VI) of the first paragraph of Article 25 of the Articles of Association.

After the Company acquires its own shares in accordance with the provisions of the first paragraph of Article 25 of the Articles of Association, if the shares fall under the circumstances stipulated in item (I), they shall be cancelled within 10 days from the date of acquisition; the shares shall be transferred or cancelled within 6 months if the repurchase of shares is made under the circumstances stipulated in either item (II) or item (IV); the shares of the Company held in total by the Company under any of the circumstances stipulated in item (III), item (V) or item (VI) shall not exceed 10% of the Company's total issued shares, and shall be transferred or cancelled within three years.

Where the laws, administrative regulations, departmental rules, normative documents, the securities regulatory authorities of the place where the Company's shares are listed and Hong Kong Listing Rules stipulate other provisions on the relevant matters involved in the foregoing share repurchase, those provisions shall prevail. After the acquisition of the Company's shares, the Company shall perform its information disclosure obligation in accordance with the Securities Law, the provisions of the exchange where the Company's shares are listed and other securities regulatory rules.

Section 3 Transfer of Shares

Article 28 The shares of the Company may be transferred in accordance with to law.

All transfers of H shares shall be effected by written instruments of transfer in the ordinary or general form or in any other form acceptable to the Board of Directors (including the standard form of transfer or transfer forms required by the Hong Kong Stock Exchange from time to time); and such instrument of transfer may only be signed manually or stamped with a valid seal of the Company (if the transferor or the transferee is a company). If the transferor or transferee is a recognised clearing house or its agent as defined in the relevant regulations in force under the laws of Hong Kong from time to time, the instrument of transfer may be signed manually or in machine-printed form. All instruments of transfer shall be kept at the legal address of the Company or at the address designated by the Board of Directors from time to time.

Article 29 The Company shall not accept its own shares as the subject matter of a pledge.

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

The directors, supervisors, and senior management of the Company shall declare, to the Company, the information on their holdings of the shares of the Company and the changes thereto. The shares transferrable during each year of the term of office determined upon assuming office shall not exceed 25% of the total shares of the same class they hold in the Company. The shares that they hold in the Company shall not be transferred within one year of the date on which the shares of the Company are listed and traded. The aforesaid personnel shall not transfer their shares of the Company within half a year after they have terminated their employment with the Company. If the shareholders of the Company have a commitment to restrict the transfer of the Company's shares held for a longer period of time, their commitment shall prevail.

Where laws, administrative regulations, the CSRC, or the securities regulatory authority where the Company's shares are listed, as well as the Hong Kong Listing Rules, impose other restrictive provisions on the transfer of shares held by the Company's shareholders, directors, supervisors, and senior management, such provisions shall prevail.

Article 31 If the shareholders holding no less than 5% of the Company's shares, directors, supervisors and senior management sell their shares or other securities with the nature of equity of the Company held by them within 6 months after they purchase the shares or repurchase the shares within 6 months after selling out, the profits earned therefrom shall belong to the Company and the Board of Directors of the Company shall reclaim the profits. However, the following circumstances shall be excluded where a securities company holds 5% or more of the shares due to its purchase of any remaining shares under best efforts underwriting or where the provisions of the CSRC and securities regulatory authorities in the place where the Company's shares are listed are applicable.

Shares or other securities with the nature of equity held by directors, supervisors, senior management and natural person shareholders as mentioned in the preceding paragraph include shares or other securities with the nature of equity held by their spouses, parents or children, and held by them by using other people's accounts.

If the Board of Directors of the Company fails to comply with the first paragraph of this article, the shareholders are entitled to request the Board of Directors to do so within 30 days. If the Board of Directors of the Company fails to comply within the aforesaid period, the shareholders are entitled to initiate litigation directly in the people's court in their own names for the interest of the Company.

If the Board of Directors of the Company fails to implement the provisions set forth in the first paragraph of this article, the responsible directors shall bear joint and several liability in accordance with law.

CHAPTER 4 SHAREHOLDERS AND GENERAL MEETINGS

Section 1 General Provisions on Shareholders

Article 32 The Company shall establish a register of shareholders in accordance with certificates from the share registrar. The register of shareholders shall be ample evidence of holding of the Company's shares by a shareholder. Shareholders shall enjoy rights and assume obligations according to the class of shares held by him/her; shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations.

Any shareholder who is registered in the register of shareholders or any person who requests to have his/her name entered the register of shareholders may apply to the Company for replacement of share certificate if his/her share certificate is lost. If a shareholder whose share certificate of domestic shares is lost applies to the Company for replacement of share certificate, it shall be dealt with in accordance with the relevant provisions of the Company Law. If a shareholder whose share certificate of overseas-listed shares is lost applies to the Company for replacement of share certificate, it shall be dealt with in accordance with the laws, rules of the stock exchange(s) or other relevant provisions of the place where the original register of holders of overseas-listed shares is kept.

Article 33 When the Company convenes the general meeting, distributes dividends, conducts liquidation or engages in other acts requiring the identification of shareholders, the Board of Directors or the convener of the general meeting should determine the record date. The shareholders whose names appear on the register of shareholders after the trading hours on the record date shall be those entitled to the relevant rights and interests.

Where there are provisions regarding the interim for closure of register of shareholders in laws, administrative regulations, departmental rules, normative documents and the relevant stock exchanges or regulatory authorities of the place where the Company's shares are listed, such provisions shall prevail.

Article 34 Shareholders of the Company shall enjoy the following rights:

(I) the right to receive dividends and other distributions in proportion to the number of shares held;

(II) the right to request, convene, preside over, attend or appoint proxy(ies) to attend the general meeting and to exercise the corresponding right to vote according to law;

(III) the right to supervise, present proposals or raise enquiries in respect of the Company's operations;

(IV) the right to transfer, give as a gift or pledge the shares it holds in accordance with laws, administrative regulations and the Articles of Association;

(V) the right to inspect and copy the Articles of Association, register of shareholders, minutes of general meetings, resolutions of the meetings of the Board of Directors, resolutions of the meetings of the Board of Supervisors, and financial and accounting reports. Shareholders who meet the requirements may inspect the Company's accounting books and certificates;

(VI) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining property of the Company in proportion to the number of shares held;

(VII) shareholders who object to a resolution of a general meeting on merger or division of the Company may request the Company to acquire their shares;

(VIII) other rights provided for by laws, administrative regulations, departmental rules, the regulatory rules in the place where the Company's shares are listed or the Articles of Association.

Article 35 Shareholders requesting to inspect or copy relevant Company materials shall comply with the provisions of the Company Law, the Securities Law, and other applicable laws, administrative regulations, and the regulatory rules of the place where the Company's shares are listed.

Article 36 Where the contents of a resolution of general meeting or the Board of Directors violate any law or administrative regulation, shareholders are entitled to petition to the people's court to declare the resolution invalid.

Where the convening procedures or voting method of a general meeting or a Board meeting violate any laws, administrative regulations or the Articles of Association, or the contents of a resolution violate the Articles of Association, a shareholder shall have the right to apply to the people's court for revocation within 60 days from passing of such resolution. However, it does not apply if such procedures for convening the general meeting and the Board meeting, or the method of voting thereat, have only minor flaws that have no substantial impact on the resolution.

Where the Board of Directors, shareholders and other stakeholders dispute the validity of a resolution of a general meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgement or ruling, such as revocation of a resolution, the stakeholders shall execute the resolution of the general meeting. The Company, directors and senior management shall perform their duties diligently to ensure the normal operation of the Company. Where a people's court renders a judgment or ruling on relevant matters, the Company shall fulfill its information disclosure obligations in accordance with laws, administrative regulations, and the provisions of the CSRC and the stock exchange, fully explain the impact, and actively cooperate with enforcement after the judgment or ruling takes effect. Where corrections to prior matters are involved, the Company shall promptly address them and fulfill corresponding information disclosure obligations.

Article 37 Resolutions of a general meeting or the Board of the Company shall not be established in any of the following circumstances:

(I) a general meeting or a meeting of the Board was not convened to make the resolution;

(II) the resolution was not voted at a general meeting or a meeting of the Board;

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

(IV) the number of attenders in favor of the resolution or their voting rights do not meet the quorum or the number of voting rights as required by the Company Law or the Articles of Association.

Article 38 Where the directors, supervisors, and senior management violate laws, administrative regulations or the Articles of Association in performance of duties, thereby causing damages to the Company, the shareholders individually or jointly holding more than 1% of the shares in the Company for more than 180 consecutive days may request in writing that the Board of Supervisors initiate proceedings in the people's court. Where the Board of Supervisors violates the laws, administrative regulations or the Articles of Association in performance of duties resulting in any loss to the Company, the aforementioned shareholder(s) may request in writing that the Board of Directors institute litigation in a people's court.

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 emergency where the interest of the Company will suffer irreparable damages if 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.

If any person infringes the legitimate rights and interests of the Company and causes losses, the shareholders as specified in paragraph 1 of this article can initiate legal proceedings in the people's court in accordance with the two preceding paragraphs.

If a director, supervisor or senior management of a wholly-owned subsidiary of the Company violates laws, administrative regulations or the Articles of Association in the performance of duties, thereby causing damages to the Company, or if the legitimate rights and interests of the wholly-owned subsidiary are infringed by others, resulting in losses, shareholders individually or jointly holding 1% or more of the Company's shares for 180 consecutive days or more may, in accordance with the first three paragraphs of Article 189 of the Company Law, request in writing that the board of supervisors or the board of directors of the wholly-owned subsidiary initiate a lawsuit in the people's court or directly file a lawsuit with the people's court in their own name.

Article 39 Where any director, supervisor, or senior management violates the provisions of laws, administrative regulations, or the Articles of Association, damaging the interests of shareholders, the shareholders may file a lawsuit with the people's court.

Article 40 Shareholders of the Company shall have the following obligations:

(I) to abide by laws, administrative regulations, departmental rules, the regulatory rules in the place where the shares are listed and the Articles of Association;

(II) to pay the share subscription price based on the shares subscribed for by them and the method of acquiring such shares;

(III) not to return shares unless prescribed otherwise in laws and regulations;

(IV) not to abuse shareholders' rights to infringe upon the interests of the Company or other shareholders; not to abuse the Company's status as an independent legal entity or the limited liability of shareholders to harm the interests of the Company's creditors;

(V) other obligations required by laws, administrative regulations, departmental rules, normative documents, the listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association.

Article 41 Any shareholder holding 5% or above of the voting shares of the Company, who pledges its shares, shall immediately report to the Company in writing on the date when such pledge occurs.

Article 42 Any shareholder who abuses shareholders' rights and causes the Company or other shareholders to suffer a loss shall be liable for making compensation in accordance with law. Any shareholder who abuses the status of the Company as an independent legal entity or the limited liability of shareholders to evade debts and causes severe harm to the interests of the Company's creditors shall assume joint and several liability for the Company's debts.

Section 2 Controlling Shareholder and Actual Controllers

Article 43 The controlling shareholder and actual controllers of the Company shall exercise their rights and fulfill their obligations in accordance with laws, administrative regulations, and the rules of the CSRC and the stock exchange, safeguarding the interests of the listed Company.

Article 44 The controlling shareholders and actual controllers of the Company shall comply with the following provisions:

(I) to exercise shareholder rights lawfully, and shall not abuse controlling rights or utilize related (connected) relationships to harm the legitimate interests of the Company or other shareholders;

(II) to strictly implement the public statements and undertakings made and shall not change or waive them;

(III) to fulfil information disclosure obligations in strict accordance with the relevant regulations, to proactively cooperate with the Company in information disclosure, promptly inform the Company of material events that have occurred or are proposed to occur;

(IV) not to appropriate the Company's funds in any way;

(V) not to order, instruct or request the Company and relevant personnel to provide guarantees in violation of laws and regulations;

(VI) not to make use of the Company's undisclosed material information to gain benefits, not to disclose in any way undisclosed material information relating to the Company, not to engage in insider trading, short-swing trading, market manipulation and other illegal and unlawful acts;

(VII) not to harm the legitimate interests of the Company and other shareholders through non-arm's length related party (connected) transactions, profit distributions, asset reorganizations, external investments, or any other means;

(VIII) to ensure the integrity of the Company's assets, and the independence of personnel, finance, organisation and business, and not to affect the independence of the Company in any way;

(IX) laws, administrative regulations, provisions of the CSRC, business rules of the stock exchange, and other provisions of the Articles of Association.

The provisions regarding the fiduciary duties and diligence obligations of directors under the Articles of Association shall apply to the controlling shareholder or actual controller of the Company who does not serve as a director but actually executes the affairs of the Company.

Where a controlling shareholder or actual controller of the Company instructs a director, supervisor, or senior management to harm the interests of the Company or the shareholders, he/she shall bear joint and several liability with such director, supervisor, or senior management.

Article 45 Where a controlling shareholder or actual controller pledges the shares of the Company that he/she holds or actually controls, he/she shall maintain the stability of the Company's control and production operations.

Article 46 Where a controlling shareholder or actual controller transfers the shares of the Company held by him/her, he/she shall comply with the restrictive provisions on the transfer of shares set out in the laws, administrative regulations, the provisions of the CSRC and the stock exchanges, as well as his/her undertakings in respect of the restriction on the transfer of shares.

Section 3 General Provisions on General Meeting

Article 47 The general meeting is composed of all shareholders. The general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the law:

(I) to elect and replace directors and supervisors, and to decide on the matters relating to the remuneration of directors and supervisors;

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

(III) to consider and approve the reports of the Board of Supervisors;

(IV) to consider and approve the profit distribution plans and loss recovery plans of the Company;

(V) to make a resolution on the increase or decrease of the registered capital of the Company;

(VI) to make a resolution on the issuance of corporate bonds or other securities and listing plans;

(VII) to make a resolution on the merger, division, dissolution, liquidation or change of corporate form of the Company;

(VIII) to amend the Articles of Association;

(IX) to make a resolution on the Company's engagement or dismissal of an accounting firm;

(X) to consider and approve the guarantees prescribed in Article 48 of the Articles of Association;

(XI) to consider the purchase or sale of major assets of the Company in excess of 30% of the Company's latest audited total assets within one year;

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

(XIII) to consider the equity incentive plans and employee shareholding schemes;

(XIV) to consider other matters and transactions on which decisions shall be made by the general meeting as required by laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed or the Articles of Association.

The general meeting may authorize the Board of Directors to make resolutions on the issuance of corporate bonds.

Except as otherwise provided by laws, administrative regulations, or the regulations of the CSRC or the rules of the stock exchange, the aforesaid functions and powers of the general meeting shall not be exercised by the Board of Directors or other bodies and individuals through any form of authorization.

Article 48 The following acts of the Company's external guarantees shall be considered and approved by the General Meeting:

(I) any guarantee given by the Company and its controlling subsidiaries, the total amount of which exceeds 50% of its latest audited net assets;

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

(III) the amount of guarantees provided by the Company to others within one year exceeding 30% of the latest audited total assets of the Company;

(IV) any guarantee provided for a party with a gearing ratio exceeding 70%;

(V) any single guarantee exceeding 10% of the latest audited net assets;

(VI) any guarantee to be provided to shareholders, actual controllers and their related party/connected parties;

(VII) other guarantees provided for by laws, regulations, normative documents, the regulatory rules in the place where the Company's shares are listed or the Articles of Association.

Where the Company provides a guarantee for its wholly-owned subsidiary, or provides a guarantee for its controlling subsidiary and other shareholders of the controlling subsidiary provide guarantees in the same proportion as their interests therein, without prejudice to the interests of the Company, it may be exempted from the application of the provisions specified in items (I), (IV) and (V) of the first paragraph above.

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

Where any external guarantee considered and approved in violation of the approval power or review procedure causes a loss to the Company, the related directors, supervisors, senior managements or any other person held liable shall bear the liability for damages in accordance with the laws.

Article 49 The general meetings are classified into annual general meetings and extraordinary general meetings. The annual general meeting shall be convened once each accounting year and be held within six months of the end of the previous accounting year.

Article 50 In any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date of the occurrence of the circumstance:

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

(II) when the unrecovered losses of the Company amount to one-third of the total share capital;

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

(IV) when the Board of Directors deems it necessary;

(V) when the Board of Supervisors proposes to hold such a meeting;

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

Article 51 The general meeting of the Company shall be convened at the domicile of the Company or the place specified in the notice of general meeting. The general meeting shall have a venue for convening the meeting on-site, by electronic means (such as by video conference and/or teleconference and other means), in a hybrid form or in other forms permitted by laws and regulations. The Company will also provide online voting or other means to facilitate shareholders' participation in the general meeting. The shareholders who attend the meeting by the aforesaid means are deemed to be present.

After issuing the Circular of the general meetings, the venue for the in-person meeting shall not be changed without justifiable reason. If a change is truly necessary, the convener shall make announcements at least two business days prior to the meeting date and provide an explanation.

Article 52 If the Company is explicitly required to engage a legal adviser to provide witnessing services and issue legal opinions at the general meeting under the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, the Company will engage a legal adviser to issue legal opinions on the following matters and publish the same:

(I) whether the convening and convening procedures of the meeting comply with the provisions of laws, administrative regulations, and the Articles of Association;

(II) whether the qualifications of the persons attending the meeting and the qualifications of the convenor are legal and valid;

(III) whether or not the procedure and results of voting are lawful and valid;

(IV) legal opinions on other relevant issues as requested by the Company.

Section 4 Convening of General Meeting

Article 53 The Board shall convene the general meeting on time within the specified period.

With the consent of more than half of all independent non-executive directors, the independent non-executive directors shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. For the proposal by the independent non-executive directors to convene an extraordinary general meeting, the Board of Directors shall provide a written reply as to whether it agrees or disagrees to hold an extraordinary general meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association. Where the Board of Directors agrees to hold an extraordinary general meeting, a notice of the general meeting shall be given within five days after the resolution of the Board of Directors is made. Where the Board of Directors does not agree to hold an extraordinary general meeting, its reasons shall be given and an announcement shall be made.

Article 54 Where the Board of Supervisors proposes to the Board of Directors to convene an extraordinary general meeting, it shall submit a written request to the Board of Directors. For such a proposal, the Board of Directors shall give a written reply as to whether it agrees or disagrees to hold an extraordinary general meeting within 10 days upon receipt of the proposal in accordance with laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association.

Where the Board of Directors agrees to hold an extraordinary general meeting, a notice of general meeting shall be given within five days after the resolution of the Board of Directors is made. Any change to the original proposal in the notice shall be subject to the approval from the Board of Supervisors.

Where the Board of Directors does not agree to hold an extraordinary general meeting or fails to give a reply within 10 days upon receipt of the proposal, it shall be deemed that the Board of Directors is unable or fails to perform its duty of convening a general meeting. In such case, the Board of Supervisors may convene and preside over the meeting on its own.

Article 55 Shareholders who individually or together hold 10% or more of the total voting shares of the Company shall have the right to request the Board of Directors to convene an extraordinary general meeting, adding motions to the agenda of the meeting, and such request shall be made to the Board of Directors in writing. The Board of Directors shall give a written reply as to whether it agrees or disagrees to hold an extraordinary general meeting within 10 days upon receipt of the written request in accordance with laws, administrative regulations, the Hong Kong Listing Rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Where the Board of Directors agrees to hold an extraordinary general meeting, it shall issue a notice of the general meeting within five days after the resolution was made. Any change to the original request in the notice shall be subject to the approval from the relevant shareholders.

Where the Board of Directors does not agree to hold an extraordinary general meeting or fails to give a reply within 10 days upon receipt of the request, shareholders who individually or together hold 10% or more of the shares of the Company shall have the right to submit a proposal to the Board of Supervisors on holding an extraordinary general meeting, adding motions to the agenda of the meeting and such request shall be made to the Board of Supervisors in writing.

Where the Board of Supervisors agrees to hold an extraordinary general meeting, it shall issue a notice of general meeting within five days after receiving the request. Any changes to the original request in the notice shall be approved by the relevant shareholders.

Where the Board of Supervisors fails to give the notice of the general meeting within the specified time limit, it shall be deemed that the Board of Supervisors does not convene or preside over the meeting, in which case, shareholders who individually or together hold 10% or more of the shares of the Company for 90 or more consecutive days may convene and preside over the meeting on their own.

Article 56 If the Board of Supervisors or the shareholders decide(s) to convene a general meeting on their own, they shall notify the Board of Directors in writing and make filings with the stock exchange (if required).

The Board of Supervisors or the convening shareholders shall submit relevant supporting materials to the stock exchange when issuing the notice of the general meeting and the announcement of the resolutions of the general meeting.

Before the announcement of the resolution of the general meeting, the shareholding of shareholders who convene the meeting shall not be less than 10%.

Article 57 Where the Board of Supervisors or the shareholders proceed(s) to convene a general meeting, the Board of Directors and the secretary to the Board shall cooperate. The Board of Directors shall provide the register of shareholders as at the date of shareholding registration.

Article 58 For general meetings summoned by the Board of Supervisors or the shareholders on their own initiative, the expenses necessary for the meeting shall be borne by the Company.

Section 5 Proposal and Notice for General Meeting

Article 59 The substance of the motion proposed shall fall within the terms of reference of the general meeting, with clear subjects for discussion and specific issues for resolution and in compliance with the relevant provisions of the laws, administrative regulations and the Articles of Association.

Article 60 When the Company convenes a general meeting, the Board of Directors, the Board of Supervisors and shareholders who individually or together holding 1% or more of the shares of the Company are entitled to put forward a proposal to the Company.

Shareholders individually or together holding 1% or more of the shares of the Company can put forward an interim proposal 10 days before the general meeting is held and submit the proposal to the convener of the meeting in writing. The convener shall serve a supplementary notice of general meeting by announcement within two days after receipt of the proposals and announce the contents of the interim proposals and submit such interim proposals to the general meeting for review, unless the interim proposals violate the laws, administrative regulations or provisions of the Articles of Association, or do not fall within the functions and powers of the general meeting.

Except for the circumstances prescribed in the preceding paragraph, the convener shall not change the proposals specified in the notice of the general meeting or add new proposals after the notice of the general meeting has been announced.

The general meeting shall not vote or resolve on proposals not contained in the notice of the general meeting or not in compliance with the Articles of Association.

Article 61 The convener shall notify each shareholder in the form of announcement at least 20 days prior to an annual general meeting and at least 15 days prior to an extraordinary general meeting.

If the laws, regulations, and securities regulators of the place where shares of the Company are listed provide otherwise, such provisions shall prevail.

Article 62 Notice of a general meeting shall include the following particulars:

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

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

(III) it shall contain a clear statement that: all shareholders are entitled to attend the general meeting and may appoint a proxy in writing to attend and vote at the meeting, and that such proxy need not be a shareholder of the Company;

(IV) the date of record for the determination of shareholders who are entitled to attend the general meeting;

(V) name and telephone number of dedicated contact person for meeting affairs;

(VI) online or other means of voting time and voting procedures;

(VII) other requirements provided for by laws, administrative regulations, departmental rules, the securities regulatory rules in the place where the Company's shares are listed and the Articles of Association.

The notice and the supplementary notice, if any, of the general meeting shall fully and completely disclose the contents of all proposals, as well as all information or explanations required for shareholders to make reasonable judgments on matters to be discussed. Where the matters to be discussed require the opinion of the independent non-executive directors, the opinion of the independent non-executive directors and the reasons therefor will be disclosed at the same time when the notice of general meeting or supplementary notice is issued.

Article 63 Where the election of directors is to be discussed at the general meeting, the notice of the general meeting shall fully disclose the particulars of the director candidates and shall at least include the following:

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

(II) whether there is any relationship with the Company, its controlling shareholder, or actual controller that would constitute a related (connected) party relationship;

(III) the number of shares held in the Company;

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

(V) the information on newly appointed, re-elected or re-designated directors as required to be disclosed by the securities regulatory rules of the place where the Company's shares are listed.

In addition to adopting the cumulative voting system to elect directors, a single proposal on each of the candidates for directors shall be submitted.

Article 64 Upon issuance of the notice of a general meeting, the general meeting shall neither be postponed nor canceled without proper reasons. Proposals listed in such notice shall not be canceled. In the event of any postponement or cancellation, the convener or the Company shall make announcements in accordance with laws, regulations, and the securities regulatory rules in the place where the Company's shares are listed, and explain the reasons.

Section 6 Holding of General Meeting

Article 65 The Board of Directors and other conveners of the Company will take necessary actions to ensure the proper order of the general meeting. Measures shall be taken to halt any interference with the general meeting, provocations or infringement of the shareholders' legitimate rights and interests, and any such actions will be promptly reported to the relevant authorities for investigation.

Article 66 All shareholders registered on the record date or their proxies are entitled to attend the general meeting, and shall exercise their voting rights in accordance with the relevant laws, regulations, the listing rules of the stock exchange of the place where the Company's shares are listed and the Articles of Association (unless the shareholder waives its voting right in respect of a specific matter in accordance with relevant regulations, for example, that the shareholder holds a substantial interest in a specific transaction or arrangement being voted on).

A shareholder may either attend the general meeting in person or appoint a proxy to attend and vote at such meeting on his/her behalf. Any shareholders entitled to attend and vote at the general meeting shall be entitled to appoint one or more proxies (who may or may not be a shareholder of the Company) to attend and vote on his/her behalf.

Article 67 An individual shareholder who attends the meeting in person shall produce his/her own identification card or other valid documents or proof evidencing his/her identity. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own valid proof of identity and the power of attorney from the shareholder.

A corporate shareholder or other institutional shareholder shall attend the meeting by its legal representative/executive partner or proxy appointed by the legal representative/executive partner. Where the legal representative/executive partner attends the meeting, he/she shall produce his/her own identification card, valid certificates evidencing his/her capacity as the legal representative/executive partner. Where a proxy is appointed to attend the meeting, he/she shall produce his/her own identification card, the written power of attorney or the form of appointment issued by the legal representative/executive partner of the corporate or institutional shareholder according to law.

If the shareholder is a recognized clearing house (or its nominee) as defined in the relevant ordinances enacted in Hong Kong from time to time, such shareholder may authorize its corporate representative or one or more persons as it deems appropriate to act on its behalf at any general meetings; provided, however, that if more than one person is so authorized, the power of attorney or authorization shall specify the number and class of shares in respect of which each such person is authorized, and shall be signed by a person authorized by the recognized clearing house. The person(s) so authorized may attend the meeting on behalf of the recognized clearing house (or its nominee) without producing certificates of shareholding, the notarized power of attorney and/or further evidence to prove that he/she has been duly authorized, and exercise the statutory rights equivalent to those enjoyed by other shareholders, including the right to speak and vote, as if such person is an individual shareholder of the Company.

Article 68 The power of attorney issued by a shareholder to entrust others to attend the general meeting shall specify the following contents:

(I) the name of the appointor, the class and number of shares held by the appointor;

(II) the name of his proxy;

(III) specific instructions of the shareholder, including the instructions to vote in favour of or against, or to abstain from voting on, each matter set out on the agenda of the general meeting;

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

(V) signature (or seal) of the appointor. If the appointor is a legal person shareholder, the seal of the legal person entity shall be affixed.

Article 69 The power of attorney for voting shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote. If the proxy form is signed by a person authorized by the appointor, the powers of attorney or other instruments of authorization under which it is signed shall be notarized. A notary certified copy of the power of attorney or other authorization documents, and the proxy form shall be deposited at the premises of the Company or other place as specified in the notice of meeting.

Article 70 The register of the persons attending the meeting shall be prepared by the Company. The register shall set out the names of the persons attending the meeting (or names of the entities they are from), their identity card numbers or codes of business licenses for enterprise legal persons, numbers of shares held or representing voting rights, and names of the appointors (or names of the entities they are from).

Article 71 The convener and the Company's retained counsel shall verify the legitimacy of shareholder(s) status based on the Share Register provided by the securities depository and clearing institution, and shall record the names (or designations) of shareholder(s) and the number of shares with voting rights held by them. The registration for the meeting shall be completed before the chairman of the meeting announces the number of shareholders and proxies attending the physical meeting and the total number of shares with voting rights that they represent.

Article 72 Where a director, supervisor or senior management is required to attend a general meeting, such director, supervisor or senior management shall attend the meeting and answer the inquiries from shareholders.

Subject to compliance with the securities regulatory rules of the place where the shares of the Company are listed, the above-mentioned personnel may attend the meeting via the Internet, video conference, telephone conference or other means with similar effect.

Article 73 The general meeting shall be presided by the chairman of the Board of Directors. If the chairman is incapable of performing or is not performing his or her duties, a director jointly recommended by more than half of the directors shall preside.

If a general meeting is convened by the Board of Supervisors, such meeting is presided over by the chairman of the Board of Supervisors. Where the chairman of the Board of Supervisors is incapable of performing or is not performing his/her duties, a supervisor recommended by more than half of the members of the Board of Supervisors shall preside.

The general meeting convened by shareholder(s) itself/themselves shall be presided over by a representative elected by the convener.

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

Article 74 The Company shall formulate the rules of procedure of the general meeting to specify in details the convening and voting procedures of the general meeting, including notice, registration, deliberation of proposal, voting, vote counting, announcement of voting results, formation of resolutions, minutes, the signing thereof and announcement, as well as the principles of authorization by the general meeting to the Board of Directors, of which the contents shall be clear and specific.

The rules of procedures for the general meeting shall be attached hereto as an appendix, and formulated by the Board of Directors and approved by the general meeting.

Article 75 At the annual general meeting, the Board of Directors shall report their work in the past year to the general meeting. Each independent non-executive director shall also present a work report.

Article 76 Directors, supervisors and senior management shall give explanations and clarifications in response to shareholders' queries and suggestions at general meetings.

Article 77 Prior to voting, the chairperson of the meeting shall announce the number of shareholders and proxies present and the total number of voting shares held by them. The number of shareholders and proxies present and the total number of voting shares held by them shall be that as stated in the registration of the meeting.

Article 78 General meetings shall have minutes, which shall be maintained by the secretary to the Board of Directors.

The minutes shall state the following contents:

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

(II) the name of the chairperson of the meeting, and the names of the attending or observing directors, supervisors, and senior management;

(III) the numbers of shareholders and proxies attending the meeting, the total number of voting shares held by them and their respective proportions in the total number of shares of the Company;

(IV) the process of review and discussion, a summary of any speech and voting results of each proposal;

(V) questions and proposals put forward by shareholders and the answers or explanation thereof;

(VI) names of lawyer, if any, vote counters and scrutinizer;

(VII) other contents to be recorded in the minutes as specified in the Articles of Association.

Article 79 The convener shall ensure that the minutes of the meeting accurately and completely reflect the content of the meeting. Directors attending or participating in the meeting, the Secretary of the Board, the convener or their representative, and the chairperson of the meeting shall sign the minutes of the meeting. The minutes shall be kept together with the register of signatures of shareholders attending on site and the power of attorney for proxy attendance, validity information on voting by internet and other means, for a period of not less than ten years.

Article 80 The convener shall guarantee that the general meeting continues until the final resolution has been adopted. If the general meeting is suspended or the resolution cannot be made due to force majeure or other special causes, necessary measures shall be taken to resume the general meeting or directly terminate the general meeting, and an announcement shall be made in time.

Section 7 Voting and Resolutions of General Meeting

Article 81 The resolutions of the general meeting shall be divided into ordinary resolutions and special resolutions.

An ordinary resolution shall be adopted by a simple majority of the votes held by the shareholders (including proxies of shareholders) attending the general meeting.

A special resolution shall be adopted by a two-thirds or more of the votes held by the shareholders (including proxies of shareholders) attending the general meeting.

Article 82 The following matters shall be approved by the general meeting through ordinary resolutions:

(I) work report of the Board of Directors and the Board of Supervisors;

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

(III) appointment or dismissal of the members of the Board of Directors and the Board of Supervisors, and their remuneration and payment methods;

(IV) other matters other than those approved by special resolution stipulated in the laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 83 The following matters shall be approved by special resolution at the general meeting:

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

(II) the division, spin-off, merger, dissolution and liquidation of the Company;

(III) the amendment to the Articles of Association;

(IV) the purchases or sales of material assets by the Company within one year or the guarantee amount exceeding 30% of the latest audited total assets of the Company;

(V) the formulation, modification and implementation of the equity incentive scheme;

(VI) other matters stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, as well as other matters that the general meeting determines by ordinary resolution will have a significant impact on the Company and need to be passed by special resolution.

Article 84 All shares held by the shareholders are ordinary shares and there are no shares with special voting rights. Shareholders (including proxies) may exercise their voting rights by the number of shares held by them which carry the right to vote. Each share carries one vote. On a poll taken at a meeting, a shareholder (including proxy) entitled to two (2) or more votes need not cast all his/her votes for or against in the same way.

When significant matters affecting the interests of the minority shareholders are considered at the general meeting, the votes cast by minority investors shall be counted separately. The separate voting results shall be promptly disclosed in accordance with the laws, administrative regulations, departmental rules, normative documents, listing rules of the stock exchange where the Company's shares are listed or the Articles of Association.

The shares of the Company held by the Company have no voting rights, and that part of the shareholding shall not be counted as the total number of shares with voting rights held by shareholders attending the meeting.

If a shareholder violates the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law by purchasing shares of the Company with voting rights, the shares exceeding the prescribed proportion shall not exercise voting rights within thirty-six months after purchase and is not included in the total number of shares with voting rights present at the general meeting.

The Board of Directors, independent non-executive directors, the shareholder(s) holding 1% or more of voting shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may solicit votes from shareholders publicly. In soliciting voting rights of shareholders, information such as specific voting intention shall be sufficiently disclosed to the shareholders from whom voting rights are being solicited. Solicitation of voting rights at any consideration, whether in direct or indirect form, is prohibited. Unless under legal terms, the Company shall not propose any minimum shareholding restriction on the solicitation of voting rights.

Article 85 When matters in relation to related party (connected) transactions are considered at a general meeting, the related party (connected) shareholders and their close associates (as defined in the Hong Kong Listing Rules) shall not participate in the voting and the number of shares with voting rights represented by them should not be counted towards the total number of valid votes; the announcement of the resolutions of the general meeting shall fully disclose the voting of non-related (non-connected) shareholders (subject to the requirements of the securities regulatory rules of the place where the shares of the Company are listed) and other details as required by the securities regulatory rules of the place where the shares of the Company are listed.

Before the related party (connected) transactions are considered at the general meeting, the Company shall determine the scope of related (connected) shareholders in accordance with relevant laws, regulations and normative documents. Related (connected) persons or their authorized representatives may attend the general meeting and may express their views to the shareholders present in accordance with the procedures of the general meeting, but shall recuse themselves from voting. If the related (connected) persons do not recuse themselves from voting, other shareholders attending the meeting shall have the right to request them to recuse themselves from voting. After the related (connected) person(s) has withdrawn, the other shareholders shall vote in accordance with their voting rights and pass the corresponding resolution in accordance with the provisions of the Articles of Association; the presiding officer of the meeting shall announce the number of shareholders and proxies attending the meeting on site (save for the related (connected) person(s)) and the total number of shares held with voting rights. As regards matters concerning related party (connected) transactions, an ordinary resolution must be passed by more than half of shares carrying voting rights held by non-related (non-connected) shareholders participating in the general meeting; a special resolution must be passed by more than two-thirds of shares carrying voting rights held by non-related (non-connected) shareholders participating in the general meeting.

If a related (connected) person or its close associate participates in the voting in violation of this Article, his/her vote on relevant related party (connected) transactions shall be invalid.

Article 86 The Company shall not, without the approval of the general meeting by a special resolution, enter into any contract with any party (other than the directors, supervisors and senior management) pursuant to which such party shall be in charge of management of the whole or any substantial part of the Company's business, unless the Company is in crisis or under any other special circumstances.

Article 87 The list of candidates for directors shall be submitted to the general meeting in the form of a proposal for voting.

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

When two or more independent non-executive directors shall be elected at a general meeting, the cumulative voting system shall be adopted.

Article 88 Except for the cumulative voting system, the general meeting shall vote on all proposals one by one, and if there are different proposals on the same matter, they will be voted on in the chronological order in which they are put forward. The general meeting shall not set aside or withhold a vote on a proposal, except for special reasons such as force majeure, which causes the general meeting to be suspended or unable to make a resolution.

Article 89 The proposal would not be amended when it is considered at the general meeting, otherwise the relevant modification shall be considered as a new proposal, which cannot be put to vote on at the current general meeting.

Article 90 Only one of the on-site, online or other voting methods can be selected for the same voting right. In the event of duplicate votes on the same voting right, the result of the first vote shall prevail.

Article 91 Unless otherwise required by the relevant laws, regulations and the listing rules of the stock exchange of the place where the Company's shares are listed, votes at general meetings shall be taken by registered form.

Article 92 Before voting on a proposal at the general meeting, two shareholders' representatives shall be elected to participate in counting votes and supervising the vote count. For the related party (connected) shareholders having interests in the item to be considered, such shareholders and their proxies shall not participate in vote counting and scrutiny.

When a proposal is voted on at a general meeting, the lawyer, the shareholder's representative, together with other relevant personnel appointed in accordance with the securities regulatory rules of the place where the Company's shares are listed, shall be responsible for counting and scrutinizing the votes in accordance with the aforesaid rules, and the results of the vote shall be announced on site, and the results of the vote on the resolution shall be recorded in the minutes of the meeting.

Shareholders or proxies of the Company who vote online or by other means shall have the right to verify their voting results through the corresponding voting system.

Article 93 The on-site meeting of general meeting shall end no earlier than the meeting held online or otherwise and the presiding officer shall announce the vote and the result of each proposal and, based on the result of the vote of each proposal, whether the proposal is adopted or not.

Prior to the formal announcement of voting results, all relevant parties involved in the general meetings venue, online voting, and other voting methods, including the Company, vote counters, vote supervisors, substantial shareholder(s), and online service providers, shall maintain confidentiality regarding the voting process.

Article 94 The shareholders attending the general meeting shall deliver any of the following opinions on any proposal put forward for voting: affirmative, negative or abstention. Except for the securities registration and clearing institution which, as the nominal holder of shares under the Stock Connect mechanism between mainland and Hong Kong stock markets, which shall make declaration according to the intentions of actual holders.

Any unfilled, improperly filled or poorly handwritten votes or votes that are not cast shall be considered as abstentions from voting by the shareholders. Its respective shares shall be counted as "abstentions" in the voting results.

Where the securities regulation rules of the place where the Company's shares are listed require that any shareholder shall abstain from voting on a certain resolution or limit any shareholder to cast affirmative or negative votes on a certain resolution, any votes cast by such shareholders or their proxies in violation of the aforesaid requirements or restrictions shall not be counted.

Article 95 If the chairperson of the meeting has any doubt as to the voting results of a resolution, he/she may conduct a count of the votes cast. If the chairperson of the meeting fails to conduct a count of votes, any shareholder, whether present in person or by proxy, who objects to the results declared by the chairperson of the meeting may immediately after the declaration of results demand a count of votes, and the chairperson of the meeting shall conduct a count of votes immediately.

Article 96 Resolutions of the general meeting shall be announced in a timely manner in accordance with the relevant laws and regulations, departmental rules, normative documents, the regulatory rules of the place where the Company's shares are listed or the provisions of the Articles of Association, and the announcement shall set out detailed contents of the matters such as the number of shareholders and proxies attending the meeting, the total number of shares with voting rights and the proportion of the total number of shares with voting rights of the Company, the voting method, the voting result of each proposal and the content of each resolution adopted, as well as such other contents as may be required by the securities regulatory rules of the place where the Company's shares are listed.

Article 97 If the proposal is not passed, or if the current general meeting changes the resolution of the previous general meeting, a special reminder shall be included in the announcement of resolutions of the general meeting.

Article 98 If the general meeting adopts the relevant proposal for the election of directors, the new directors shall assume office on the date of adoption of the resolution at the general meeting or the effective date of their appointment as contained in the relevant resolution.

Article 99 If the general meeting adopts the proposal on distribution of cash dividend, share bonus or capitalisation of capital reserves, the Company will implement the specific project within two months after the conclusion of the respective general meeting.

CHAPTER 5 BOARD OF DIRECTORS

Section 1 General Provisions on Directors

Article 100 Directors of the Company shall be natural persons. A person shall be disqualified from being a director of the Company in each of the following circumstances:

(I) devoid of or with restricted civil conduct ability;

(II) a person who has been convicted of an offense of corruption, bribery, embezzlement or misappropriation of property, or the destruction of socialist market economy order; who has been deprived of his political rights due to his crimes, in each case where less than five years have elapsed since the date of completion of the sentence; or who is sentenced to probation, in which case less than two years have elapsed since the expiration date of the probation period;

(III) a person who has been a director, factory manager or general manager of a company or enterprise subject to bankruptcy liquidation and who was personally liable for the bankruptcy of such company or enterprise, where less than three years after bankruptcy liquidation of such company or enterprise;

(IV) a person who has been a legal representative of a company or enterprise that has had its business license revoked due to violations of the law or has been ordered to close down and who was personally responsible, where less than three years have elapsed since the date of such revocation or closedown;

(V) a person who is listed as a defaulter by a people's court since he/she owes a large amount of debts due and unsettled;

(VI) a person who has been banned from the securities market by the CSRC where the relevant period remains unexpired;

(VII) recognized by stock exchanges as unsuitable for serving as a director, supervisor or senior management officer of a listed company, with the disciplinary action period not yet expired;

(VIII) other content provided for by laws, administrative regulations, departmental rules, normative documents, the regulatory rules in the place where the Company's shares are listed or the relevant regulatory authorities.

Where a director is elected or appointed in violation of this provision, such election, appointment or designation shall be invalid. A director to which any of these circumstances applies during his/her term of office shall be released of his/her duties by the Company and cease to perform his/her duties.

Article 101 Directors shall be elected or replaced by the general meeting and may further be removed from their office prior to the conclusion of the term thereof by the general meeting. The term of office for a director is three years, and he/she shall be eligible for re-election and re-appointment upon the expiration of his/her term.

The term of office of a director shall commence from the date on which the said director assumes office until the expiry of the term of office of the current session of the Board of Directors. A director shall continue to perform his/her duties as a director in accordance with laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed, and the Articles of Association until a duly re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office.

Article 102 Directors shall abide by laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association, take measures to avoid the conflict between their own interests and those of the Company and may not seek any improper interests by taking advantage of their powers, and shall have the following fiduciary duties to the Company:

(I) not to embezzle the property or misappropriate the funds of the Company;

(II) not to open any bank account in their own names or in others' names for the purpose of depositing any of the Company's assets or monies;

(III) not to use their authority to bribe or accept other illegal income;

(IV) not to directly or indirectly enter into contracts or conduct transactions with the Company without reporting to the Board of Directors or general meeting and without being passed by the Board of Directors or general meeting by resolutions in accordance with the provisions of the Articles of Association;

(V) not to use their position to obtain business opportunities which should be available to the Company for themselves or others, unless such opportunities have been reported to the Board of Directors or the shareholders' meeting and approved by a resolution of the shareholders' meeting or the Company is not able to take advantage of the business opportunity in accordance with the laws, administrative regulations or the provisions of the Articles of Association;

(VI) not to operate a business similar to that of the Company for his/her own account or on behalf of others without reporting to the Board of Directors or the general meeting and approval by a resolution of the general meeting;

(VII) shall not appropriate for his/her own use commissions received by others for transactions with the Company;

(VIII) shall not disclose confidential information of the Company without authorization;

(IX) not to use their related (connected) relationship to the detriment of interests of the Company;

(X) other fiduciary duties stipulated by the laws, administrative regulations, departmental rules and the Articles of Association.

Income generated by a director from violation of the provisions of this Article shall belong to the Company; where the Company suffers losses thereto, the director shall be liable for compensation.

The provisions under paragraph (IV) of the second clause of this Article shall be applicable to the close family members of the directors, supervisors and senior management, and the enterprises directly or indirectly controlled by the directors, supervisors and senior management or their close family members, and the related (connected) persons who have other related (connected) relationships with the directors, supervisors and senior management when they enter into contracts or conduct transactions with the Company.

Article 103 The Directors shall comply with the laws, administrative regulations and the Articles of Association and shall fulfill their obligations with reasonable care generally due to managers in the best interests of the Company, and shall diligently perform the following obligations to the Company:

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

(II) to treat all shareholders equally;

(III) to timely understand the business operations and management of the Company;

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

(V) to provide relevant information and data to the supervisory committee in a truthful manner, and shall not hinder the supervisory committee in the exercise of its powers;

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

The provisions of the preceding paragraphs and this paragraph shall apply to the controlling shareholder or actual controller of the Company who does not serve as a director but actually executes the affairs of the Company.

Article 104 Where a director neither attends two consecutive board meetings nor entrusts another director to attend the board meetings, he/she shall be deemed unable to perform his/her duties, and the Board of Directors shall propose to the general meeting to replace the director.

Article 105 A director may resign prior to the expiration of his/her term of office. The resignation of a Director shall be submitted to the Board in a written resignation report. The resignation takes effect on the date of receipt of the resignation letter by the Company, and the relevant information shall be disclosed by the Company within 2 business days. In the event that the resignation of any director results in the number of members of the Board falling below the quorum, the existing director shall continue performing the duties as director in accordance with laws, administrative regulations, departmental rules and the Articles of Association until the newly elected director assumes office.

Article 106 The Company shall establish the management system for resignations of directors, clearly specifying the protective measures on accountability and compensation for unfulfilled public commitments and other outstanding matters. In cases where a director resignation takes effect or his/her tenure expires, he/she shall complete the handing-over procedures with the Board. His/her duty of loyalty owed to the Company and the shareholders shall not be relieved absolutely after the tenure expires and shall remain valid for three years after the resignation takes effect or after his/her tenure expires. The responsibility that a director bears during their term of office due to the performance of his/her duties shall not be waived or terminated upon leaving office.

After a director's resignation takes effect or his term of office expires, his obligation to keep the Company's trade secrets confidential shall remain effective after his term of office ends, and he shall not use the Company's core techniques he possesses to engage in same or similar businesses as those of the Company. The duration of the other obligations shall be determined on an equitable basis, depending on the length of time between the event and the departure from office and the circumstances and conditions under which the relationship with the Company ends.

Article 107 The candidates, powers and relevant matters of independent non-executive directors shall be subject to the laws, administrative regulations, departmental rules and the listing rules of the stock exchange where the shares of the Company are listed. The appointment of independent non-executive directors shall meet the independence requirements under the listing rules of the stock exchange where the shares of the Company are listed. Unless otherwise stipulated herein, the provisions of the Articles of Association relating to the qualifications and duties of directors shall apply to independent non-executive directors.

Independent non-executive directors shall perform their duties honestly and faithfully, safeguard the Company's interest and in particular, preventing encroachment of the lawful rights and interests of public shareholders, so as to ensure the sufficient representation of the interests of all shareholders.

Article 108 General meetings may resolve to remove Director(s), with the removal taking effect on the date the resolution is adopted.

If a director is dismissed before the expiration of his/her term of office without a proper reason, the director may request the Company to compensate him/her.

Article 109 Except as required by the Articles of Association or except as lawfully 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. Where a director acts in his/her own name and a third party reasonably considers such director acts on behalf of the Company or the Board of Directors, such director shall declare in advance his/her position and capacity.

Article 110 Where directors cause damage to others in performing the Company's duties, the Company shall bear compensation liability; Where directors have intent or gross negligence, they shall also bear the liability for compensation.

If a Director violates laws, administrative regulations, departmental rules, the securities regulatory rules in the place where the Company's shares are listed or the provisions of the Articles of Association when performing his/her duties and causes losses to the Company, he/she shall also be liable for compensation.

Section 2 Board of Directors

Article 111 The Company shall have a board of directors which shall be accountable to the general meeting. The Board of Directors shall consist of nine directors, and a chairman shall be elected with approval of more than half of all the directors. Among them, at least three shall be independent non-executive directors and shall not be less than one-third of the number of directors of the Company. At least one of the independent non-executive directors must have appropriate accounting or related financial management expertise, or appropriate professional qualifications, as stipulated by the stock exchange where the Company's shares are listed. With respect to the system of independent non-executive directors, if not provided for in the Articles of Association, the relevant provisions of the relevant laws, administrative regulations and the listing rules of the stock exchange where the Company's shares are listed shall be followed.

Article 112 The Board of Directors shall exercise the following functions and powers:

(I) to convene general meeting and report on its work to the general meeting;

(II) to implement resolutions of the general meeting;

(III) to decide on the Company's operational plans and investment proposals;

(IV) to formulate the Company's proposals for profit distribution and for recovery of losses;

(V) to formulate proposals for the increase or reduction of the registered capital, the issuance of debentures or other securities and the listing plan of the Company;

(VI) to formulate plans for the Company's major acquisition, repurchase of the shares of the Company, or merger, division, dissolution or change of corporate form of the Company;

(VII) to decide on matters such as investments, purchases and sales of assets, pledge of assets, external guarantees, entrustment of financial management, related (connected) transactions, donations and external borrowing of the Company within the scope of authorization by the general meeting;

(VIII) to decide on the setup of the Company's internal management organs;

(IX) to decide on the appointment or dismissal of the Company's general manager, secretary to the Board of Directors and other members of the senior management and decide on matters of their remuneration and rewards and punishments; according to the nomination of the general manager, appoint or dismiss the Company's deputy general manager, chief financial officer and other senior management, and decide on matters of their remuneration, rewards and punishments;

(X) to formulate the basic management system of the Company;

(XI) to formulate proposals to amend the Articles of Association;

(XII) to manage the Company's information disclosures;

(XIII) to propose to the general meeting the appointment or replacement of the accounting firm that provides audit service to the Company;

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

(XV) to consider and approve the handling of the shares held by the domestic shareholders of the Company transferred to overseas investors, or the domestic shareholders of the Company are allowed to transfer their shares to overseas listed shares and list the said shares on overseas stock exchanges;

(XVI) other powers granted by the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, the Articles of Association or the general meeting.

Matters beyond the scope of authorization of the general meeting shall be submitted to the general meeting for deliberation.

Article 113 The Board of Directors of the Company shall make a statement to the general meeting regarding the non-standard audit opinion issued by the certified public accountant on the Company's financial report.

Article 114 The Board of Directors of the Company shall formulate the rules of procedure of the Board of Directors to ensure that the Board of Directors implements the resolutions of the general meeting, so as to improve efficiency and to ensure scientific decision-making.

Article 115 The Board shall determine the authority relating to external investment, acquisition and disposal of assets, pledge of asset, external guarantee, entrusted wealth management, related party (connected) transactions, external donations, external borrowings, and shall establish strict examination and decision-making procedures; and in case of material investment projects, organize relevant experts and professionals to make assessments and report to the shareholders' meeting for approval.

In accordance with the relevant laws, regulations and the actual situation of the Company, the Board of the Company shall determine the scope of the authorities that meet the specific requirements of the Company and the specific proportion of relevant funds in the Company's assets in the Articles of Association.

Article 116 The chairman of the Board shall exercise the following functions and powers:

(I) to preside over general meetings and to summon and preside over meetings of the Board of Directors;

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

(III) to sign securities issued by the Company, important documents of the Board, and other documents required to be signed by the chairman of the Board;

(IV) to nominate any candidate for the position of general manager to the Board for discussion and voting;

(V) in case of emergency circumstances of force majeure events such as extraordinary natural disasters, to exercise special disposal powers in compliance with legal requirements and in the interests of the Company with regard to affairs of the Company and provide post event reports to the Board and the general meeting;

(VI) other functions and powers conferred by the Board of Directors.

Article 117 If the chairman is incapable of performing or is not performing his or her duties, a director jointly recommended by more than half of the directors shall perform the duties.

Article 118 Any discussion of the Board of Directors shall be carried out by convening the Board meetings. Meetings of the Board of Directors are divided into regular meetings and extraordinary meetings. Board meetings shall be held at least four times a year. Meetings shall be convened by the chairman of the Board of Directors. Written notice shall be given to all directors at least 14 days before the meeting is held.

Meetings of the Board of Directors may be held in the form of onsite meetings, off-site meetings such as electronic communications, or a combination of both.

Article 119 An interim board meeting may be proposed to be convened by shareholders representing more than one-tenth of the voting rights, more than one-third of the Directors or the Board of Supervisors. The chairman shall convene and preside over the board meeting within 10 days of receiving the proposal.

Article 120 Notice for convening an interim meeting of the Board of Directors shall be given in writing (including hand delivery, fax, email, WeChat, SMS, etc.). The time limit for the notice shall be: all directors shall be notified at least three days prior to the meeting. If an extraordinary board meeting needs to be held quickly due to urgent circumstances, a meeting notice may be given at any time by telephone or other oral method, provided that the convener makes an explanation thereof at the meeting.

Article 121 A notice for a meeting of the Board of Directors shall include the following contents:

(I) the date and venue of the meeting;

(II) duration of the meeting;

(III) subject matters and issues;

(IV) date of issuance of notice;

(V) other contents provided for by laws, administrative regulations, departmental rules, normative documents, the listing rules of the stock exchange where the Company's shares are listed or the Articles of Association.

Article 122 No meeting of the Board of Directors may be held unless more than half of the directors are present. Unless otherwise provided in the Articles of Association, a resolution made by the Board of Directors shall be adopted by more than half of all the directors.

For voting on a resolution of the Board of Directors, each director shall have one vote.

Article 123 If a director has a related (connected) relationship with the enterprises or individuals involved in the matters to be resolved at a meeting of the Board of Directors, the director shall promptly report to the Board of Directors in writing. The director with such a related (connected) relationship shall not exercise his/her voting rights for such matters, nor shall exercise voting rights on behalf of other directors. Such meeting of the Board of Directors can be held if more than one half of the non-related (non-connected) directors attend, and the resolutions made by the meeting of the Board of Directors shall be passed by more than half of the non-related (non-connected) directors; however, if the matters under consideration require approval by more than two-thirds of the Board of Directors, they must be passed by more than two-thirds of the non-related (non-connected) directors. If less than three non-related (non-connected) directors are present at the meeting of the Board of Directors, the matter shall be submitted to the general meeting for consideration.

Article 124 The voting methods for resolutions of the Board of Directors shall be: written vote, show of hands, or oral vote, etc. Extraordinary meetings of the Board of Directors may be conducted and resolutions may be made by means of communication, such as telephone, facsimile, e-mail, etc., and signed by the participating directors, under the premise of guaranteeing that the directors can fully express their opinions.

Article 125 Directors shall attend the meetings of the Board of Directors in person. Where a director is unable to attend a meeting for any reason, he/she may authorize another director to attend the meeting on his/her behalf in writing. The authorization letter shall set out the name of the authorized person, the matters to be authorized, scope of authorization and valid period, which shall be signed or sealed with the chop by the director who authorizes. The director attending the meeting on other director's behalf shall exercise the rights of a director within the scope of the authorization. A Director shall not make or accept the appointment or carte blanche without any voting intent on the resolutions, or any appointments that are not well defined. At the time of considering related party (connected) transactions, a non-related (connected) Director shall not entrust related (connected) Directors to attend the meeting on his/her behalf. Any Director who fails to attend a Board meeting in person or by proxy shall be deemed to have waived his/her voting rights at such meeting.

When meetings of the Board of Directors are not held in person, the number of Directors present shall be calculated based on Directors appearing via video display, Directors expressing opinions during conference calls, and valid votes received within the specified maturity through mailed signed pages, fax, online platforms, or email.

Article 126 The Board of Directors shall prepare minutes regarding the decisions on the matters discussed at the meetings, which shall be signed by the directors present.

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

Article 127 Minutes of meetings of the Board of Directors shall include the following particulars:

(I) date and venue of the meeting and name of the convener;

(II) names of directors present at the meeting and directors (proxies) present at such meeting on behalf of other directors;

(III) agenda of the meeting;

(IV) summary of points raised by directors;

(V) methods and results of voting on each resolution (the number of votes consenting, objecting or abstaining should be clearly set forth in the voting results);

(VI) such other contents specified in the rules of procedure of the Board of Directors.

Article 128 Where necessary, the Board of Directors may establish relevant special committees such as the audit committee, nomination committee and remuneration committee to provide advice and suggestions for the material decisions of the Board of Directors and the exercise of duties by the chairman of the Board of Directors within the scope of authorization of the Board of Directors. The composition and responsibilities of each special committee shall be separately determined by the Board of Directors.

CHAPTER 6 SENIOR MANAGEMENT

Article 129 The Company shall have one general manager, and several deputy general managers (i.e., executive presidents or vice presidents), who shall be appointed or dismissed by the Board of Directors.

Article 130 The provisions of the Articles of Association regarding circumstances under which a person is not eligible to serve as a director and the management system for departure also apply to senior management.

The provisions of the Articles of Association concerning the fiduciary duty and duty of care of Director(s) shall also apply to senior management.

Article 131 Any person holding any position in the controlling shareholder of the Company other than as a director shall not serve as senior management of the Company.

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

Article 132 The general manager shall have a term of three years for each session and may be reappointed upon re-election.

Article 133 The general manager shall be accountable to the Board of Directors and exercise the following functions and powers:

(I) to be in charge of the production, operation and management of the Company, to organize the implementation of the resolutions of the Board of Directors, and to report his/her works to the Board of Directors;

(II) to organize the implementation of the Company's annual business plans and investment plans;

(III) to draft plans for the establishment of the Company's internal management organization;

(IV) to draft the Company's basic management system;

(V) to formulate the specific rules and regulations of the Company;

(VI) to propose to the Board of Directors on the appointment or dismissal of the deputy general manager and chief financial officer of the Company;

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

(VIII) other functions and powers conferred by the Articles of Association or the Board of Directors.

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

Article 134 The general manager shall formulate working rules of the general manager, and shall be implemented after being approved by the Board of Directors.

Article 135 The detailed rules for the work of the general manager shall include the following particulars:

(I) the conditions and procedures for convening the meeting of the general manager and the persons to attend such meetings;

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

(III) use of funds and assets of the Company, scope of authorization to enter into material contracts and reporting policies regarding the Board of Directors and the Board of Supervisors;

(IV) other matters which the Board of Directors considers necessary.

Article 136 The general manager may resign before the expiration of his/her term of office. The specific procedures and methods relating to the resignation of the general manager shall be set out in the employment contract or service contract between the general manager and the Company.

Article 137 The appointment and removal of the deputy general manager shall be proposed by the general manager and appointed or dismissed by the Board of Directors, and the deputy general manager shall assist the general manager in his/her work.

Article 138 The Company shall have a secretary to the Board of Directors, who is responsible for preparing for the general meeting and the meetings of the Board of Directors, keeping documents and shareholders' materials and handling matters relating to information disclosure, etc.

The secretary to the Board of Directors shall abide by the relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association. A director or other members of the senior management of the Company may also act as the secretary to the Board of Directors of the Company. An accountant of the accounting firm engaged by the Company shall not act concurrently as the secretary to the Board of Directors. Where a director concurrently serves as the secretary to the Board of Directors and an act is required to be done by a director and the secretary to the Board of Directors separately, the person who concurrently serves as a director and the secretary to the Board of Directors shall not perform the act in both capacities.

Article 139 Where Senior Management cause damage to others while performing their duties for the Company, the Company shall bear liability for compensation. Where such Senior Management act with intent or gross negligence, they shall also bear liability for compensation.

The senior management shall be liable for the compensation to the Company for losses caused should he/she violate the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association when performing the duties.

Article 140 Senior management of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders.

If a senior management of the Company fails to perform his/her duties faithfully or violates the fiduciary duty, thereby causing damage to the interests of the Company and the shareholders, he/she shall bear the liability of compensation in accordance with law.

CHAPTER 7 BOARD OF SUPERVISORS

Section 1 Supervisors

Article 141 The circumstances hereof with respect to disqualified directors of the Company are applicable to supervisors.

Directors, general managers and other senior management shall not act concurrently as supervisors.

Article 142 The supervisors shall observe laws, administrative regulations, listing rules for stock exchanges where the Company's shares are listed and the Articles of Association, fulfill fiduciary duties and duty of diligence to the Company and faithfully perform their supervisory duties and shall not abuse their powers to accept bribes or other unlawful gains or expropriate the Company's property. The supervisors must possess the personality, experience and character suitable for being a supervisor, and shall prove that he/she possesses qualified competence for being a supervisor.

Article 143 The supervisors serve three-year terms. A supervisor may serve consecutive terms if re-elected upon the expiration of his/her term.

Article 144 A supervisor shall continue to perform his/her duties as a supervisor in accordance with the laws, administrative regulations and the Articles of Association until a duly re-elected supervisor takes office, if the term of supervision expires without timely re-election, or if the resignation of supervisors results in the number of supervisors being less than the quorum.

Article 145 A supervisor shall ensure that information disclosed by the Company is true, accurate and complete and he/she shall sign on the periodical report with written confirmation.

Article 146 Supervisors may be present at board meetings and make inquiries or proposals in respect of the resolutions of the Board of Directors.

Article 147 Supervisors shall not use their connected relationship to act in detriment to the interests of the Company. If they cause losses to the Company, they shall be liable for compensation.

Article 148 If supervisors have violated the provisions of any laws, administrative regulations, departmental rules or the Articles of Association in the course of performing their duties, which has caused losses to the Company, they shall be liable for compensation.

Section 2 Board of Supervisors

Article 149 The Company shall have a Board of Supervisors. The Board of Supervisors consists of three supervisors and shall have one chairman. The chairman of the Board of Supervisors shall be elected by more than half of the supervisors. The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors. Where the chairman of the Board of Supervisors is incapable of performing or is not performing his/her duties, a supervisor recommended by half or more of the supervisors shall convene and preside over meetings of the Board of Supervisors.

Article 150 The Board of Supervisors shall include shareholder representatives and an appropriate proportion of company employee representatives, of which the proportion of employee representatives shall be one-third. Employee representatives on the Board of Supervisors shall be democratically elected and removed by employees through the employee representative congress. The shareholder representatives in the Board of Supervisors shall be elected and removed by the general meeting.

Article 151 The Board of Supervisors shall exercise the following functions and powers:

(I) to review and give written opinions on the periodic reports of the Company prepared by the Board of Directors;

(II) to examine the Company's financial matters;

(III) to supervise the performance by the directors and senior management of their duties to the Company and propose the dismissal of the directors and senior management who violates laws, administrative regulations, the Articles of Association or the resolutions of the general meeting;

(IV) to demand rectification from the directors and senior management when the acts of such persons are harmful to the Company's interests;

(V) to propose the convening of extraordinary general meetings; to convene and preside the general meeting in the event that the Board of Directors fails to perform its duties to convene and preside the general meeting in accordance with the Company Law and the Articles of Association;

(VI) to submit proposals to the general meeting;

(VII) to file lawsuits against directors, supervisors, and senior management in accordance with Article 189 of the Company Law;

(VIII) in the event of discovering any abnormalities in the Company's operations, an investigation may be conducted; if necessary, professionals such as accounting firms or law firms may be engaged to assist in the work, with expenses being borne by the Company.

(IX) other functions and powers provided for in the Articles of Association and conferred by the general meeting.

Article 152 Meetings of the Board of Supervisors consist of regular meetings and extraordinary meetings. Regular meetings of the Board of Supervisors shall be convened at least once every six months, with a minimum of two meetings per year, to be convened by the chairman of the Board of Supervisors. Any of the supervisors may propose to hold extraordinary meetings of the Board of Supervisors.

Article 153 Resolutions made by the Board of Supervisors shall be approved by more than half of the supervisors.

Article 154 If any supervisor fails to attend in person (supervisor who participates in the meeting of the Board of Supervisors or voting by adopting communication means shall be regarded as attending in person) or appoint other supervisors to attend meetings of the Board of Supervisors for two consecutive times, such supervisor shall be deemed to have failed to perform his/her duties, and the general meeting or staff assemblies shall replace such supervisor.

Article 155 The Board of Supervisors shall formulate the rules of procedure of the Board of Supervisors to define the methods of discussion and voting procedures of the Board of Supervisors for the purpose of ensuring the working efficiency of, and the scientificalness of decisions made by, the Board of Supervisors.

Article 156 The Rules of Procedure for meetings of the Board of Supervisors shall be annexed to the Articles of Association, and shall be prepared by the Board of Supervisors and approved by the general meeting.

Article 157 Notices of regular and extraordinary meetings of the Board of Supervisors shall be served to all the supervisors 10 days and 3 days before the meetings are convened, respectively. In case of urgency, which the extraordinary meetings of the Board of Supervisors shall be convened as soon as possible, notice of the meeting could be given without being subject to the restriction listed in the preceding article.

Article 158 A notice of the meeting of Board of Supervisors shall include at least the following:

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

(II) subject matters and issues;

(III) date of notice.

Article 159 Meetings of the Board of Supervisors may be convened and resolutions may be passed through in-person meetings, communication methods, or a combination of both.

Each supervisor shall have one vote. Supervisors shall attend the Board of Supervisors meetings in person. Where any supervisor cannot attend the meeting of the Board of Supervisors for cause, he/she may appoint other supervisor in writing to attend on his/her behalf, by a form of proxy which shall state the name of proxy, agency matters, scope and term of authority, and shall be signed or sealed by the appointing supervisor. The supervisor who attends the meeting on behalf of another supervisor shall exercise the right of the supervisor within the scope of authorization.

Article 160 The Board of Supervisors shall prepare minutes regarding the decisions on the matters discussed at the meetings, which shall be signed by the supervisors present.

Any supervisor shall have the right to request for an explanatory note in the minutes regarding his/her speech at the meeting. The minutes of meetings of the Board of Supervisors shall be kept as company files for no less than ten years.

When a vote is taken by means of communications, the supervisors shall fax their written opinions and voting intentions on the matter deliberated to the office of the Board of Supervisors upon confirmation by signing. The Supervisors voting by means of communications shall send the original copy of their signed votes to the Board of Supervisors within the time limit specified in the meeting notice.

CHAPTER 8 FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDITING

Section 1 Financial and Accounting System

Article 161 The Company shall develop its financial and accounting systems pursuant to laws, administrative regulations and the requirements of the competent authorities of China. If the securities regulators of the place where shares of the Company are listed provide otherwise, such provisions shall prevail.

Article 162 The financial year of the Company shall be the calendar year, being from January 1 to December 31. The Company shall prepare an annual financial accounting report within four months from the end of each financial year and interim results or financial information within two months from the end of the first half of each financial year, which shall be reviewed and verified in accordance with the laws.

Where the relevant provisions of laws, administrative regulations, departmental rules, prescriptive documents, the securities regulatory authorities of the place where the Company's shares are listed and the Hong Kong Listing Rules stipulate otherwise in respect of matters relating to the preparation and publication of the aforesaid financial accounting reports, results or financial information, such provisions shall prevail.

The aforementioned annual financial reports, interim results, or financial information are prepared in accordance with relevant laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed.

Article 163 The Company shall not maintain any accounting books other than the statutory accounting books. The Company's assets shall not be stored in any account opened under the name of an individual.

Article 164 When distributing the after-tax profits of the year, the Company shall set aside 10% of the profits for the Company's statutory common reserve fund. When the cumulative amount of the statutory reserve fund exceeds 50% of the Company's registered capital, it may no longer be allocated.

When the Company's statutory common reserve fund is not sufficient to make up for the losses for the previous years, the current year's profits shall first be used to make up the losses before any allocation is set aside for the statutory common reserve fund in accordance with the provisions of the preceding paragraph.

After the Company has made allocations to the statutory common reserve fund from its after-tax profits, it may, upon passing a resolution at a general meeting, make further allocations from its after-tax profits to the discretionary common reserve fund.

After the Company has made up its losses and made allocations to the reserve fund, the remaining after-tax profits shall be distributed to shareholders in proportion to the number of shares held by the shareholders, except for those which are not distributed in a proportionate manner as provided by the Articles of Association.

If a general meeting distributes to shareholders any profits in violation of the provisions of the preceding paragraph, the shareholders shall return to the Company the profits so distributed. If any losses are caused to the Company, the shareholders and the responsible directors, supervisors, and senior management shall bear the liability for compensation.

Profit shall not be distributed for the Company's shares held by the Company.

Article 165 The reserve of the Company shall be used for making up losses, expanding the production and business operations or converting into an increase in the registered capital of the Company.

Where the reserve is used to make up the Company's losses, the discretionary reserve and statutory reserve shall be used first; if the losses still cannot be made up, the capital reserve may be used according to the provisions.

The capital reserve fund shall include the following items:

(I) premium on shares issued at a price exceeding the par value;

(II) other income required by the financial department of the State Council to be included in the capital reserve fund.

When the statutory reserve is converted to increase registered capital, such reserve retained shall not be less than 25% of the registered capital of the Company prior to the conversion.

Article 166 After the resolution on the profit distribution plan is made at a general meeting of the Company, the Board of Directors of the Company shall complete the distribution of dividends (or bonus shares) within two months after convening of the general meeting.

Article 167 The Company values providing reasonable investment returns to investors while considering the Company's sustainable development. The profit distribution policy should maintain continuity and stability. Profits may be distributed through cash, stock, or a combination of both, with cash dividends generally preferred over stock dividends. Profit distributions must not exceed the scope of accumulated distributable profits and must not impair the Company's ability to sustain operations.

The annual profit distribution proposal of the Company shall be prepared by the Board of Directors, taking into account the Company's profitability and capital availability and requirements. The proposal shall be submitted to the general meeting for deliberation after it has been approved by the Board of Directors.

The Board of Directors may propose interim profit distribution and special profit distribution based on the Company's profitability and capital requirements and submit them to the general meeting of the Company for approval.

The Company's profit distribution policy shall maintain continuity and stability. Where any adjustment to the profit distribution policy is required due to significant changes in the external operating environment or the Company's own operating conditions, such adjustment shall be submitted to the general meetings for approval after being passed by the Board of Directors.

Section 2 Internal Auditing

Article 168 The Company implements an internal audit system and is equipped with fulltime auditors to conduct internal audit supervision on the Company's financial revenue and expenditures and economic activities.

Article 169 The Company's internal audit system and the duties of the auditing personnel shall be implemented with the approval of the Board of Directors. The auditor-in-chief shall be accountable and report to the Board of Directors.

Section 3 Appointment of Accounting Firm

Article 170 The Company employs an independent accounting firm that complies with the provisions of the Securities Law and regulatory provisions of the place where the Company's shares are listed to conduct accounting statement auditing, net asset verification and other related consulting services. The term of appointment shall be one year commencing from the conclusion of the current annual general meeting and ending at the conclusion of the next annual general meeting, and shall be renewable.

Article 171 The Company's appointment and dismissal of accounting firms that provide regular auditing services to the Company must be decided by the general meeting, and the Board of Directors shall not appoint any accounting firm prior to the decision of the general meeting.

Article 172 The Company guarantees to provide true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information to the engaged accounting firm without any refusal, withholding, or misrepresentation.

Article 173 The audit fee payable to an accounting firm shall be decided by the general meeting.

Article 174 When the Company terminates or declines to renew the engagement of an accounting firm, it shall provide the accounting firm with thirty days' advance notice. When the Company's general meetings vote on the termination of the accounting firm, the accounting firm shall be permitted to present its views. Where the accounting firm tenders its resignation, it shall state at a general meeting whether the Company has any irregularities.

CHAPTER 9 NOTICES AND ANNOUNCEMENTS

Section 1 Notices

Article 175 The notices of the Company may be sent out in the following manner:

(I) by personal delivery;

(II) by mail;

(III) by facsimile, email, text message, etc., in a way that tangibly represents the content therein;

(IV) by way of announcement (including on the designated website and the Company's website in the manner prescribed by the stock exchange of the place where the Company's shares are listed);

(V) other forms stipulated in the laws, administrative regulations, departmental rules, the Articles of Association, or the rules of the relevant regulatory authorities of the place where the Company's shares are listed.

Article 176 Subject to the laws, administrative regulations, the listing rules of the stock exchange of the place where the Company's shares are listed and the Articles of Association, a notice given by the Company, if made by way of an announcement, shall be deemed to have been received by all persons concerned upon the publication of such announcement.

Article 177 The notice of general meeting of the Company shall be made in the form of an announcement or in other manners as stipulated in the Articles of Association. The media for publication of the announcement shall be newspapers and periodicals designated for information disclosure by laws, administrative regulations, departmental rules, and the listing rules of the stock exchange of the place where the Company's shares are listed.

Article 178 A notice of the meeting of the Board of Directors convened by the Company shall be given to all directors by telephone, facsimile, e-mail, or other means as stipulated in the Articles of Association.

Article 179 Where the notice is sent by personal delivery, it shall be signed (or sealed) in the return of service, the date of receipt by the person on whom to be serviced shall be the date of service; where the notice is sent by mail, the third working day starting from the date of delivering and paying at the post office shall be the date of service; where the notice is sent by public announcement, the first publishing date of announcement shall be the date of service. If the notice is delivered by e-mail, fax, telephone, WeChat or SMS, the date of dispatch shall be the date of service.

Article 180 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions approved at the meeting.

Article 181 Where the relevant regulations of the securities regulatory authorities of the place where the Company's shares are listed require the Company to send, mail, distribute, issue, publish or otherwise make available the relevant documents of the Company in both English and Chinese, if the Company has made appropriate arrangements to ascertain whether its shareholders wish to receive only the English version or only the Chinese version, and to the extent permitted by and in accordance with the applicable laws and regulations, the Company may, in accordance with the shareholders' stated preference, send the English language version only or the Chinese language version only to the shareholders concerned.

Article 182 The Company shall issue announcements and disclose information to holders of domestic shares through newspapers and websites designated by the laws, administrative regulations or relevant domestic regulatory authorities for information disclosure. Where announcements are to be sent to the shareholders of H-shares in accordance with the Articles of Association, then relevant announcements shall, at the same time, be published in the designated paper(s), website(s) and/or the Company's website in the methods specified by the Hong Kong Listing Rules. All notices or other documents that are required to be submitted to the Hong Kong Stock Exchange by the Company under the Hong Kong Listing Rules shall be composed in English or be accompanied by an English translation.

Section 2 Announcements

Article 183 The Company designates the information disclosure media/website specified by CSRC, the stock exchange of the place where the Company's shares are listed as the media to publish the Company's announcements and other information requiring disclosure. Information disclosed by the Company in other public media shall not precede the disclosure on designated newspapers and websites, and the Company's announcements shall not be replaced by other forms such as press release or answer to press questions.

CHAPTER 10 MERGER, DIVISION, CAPITAL INCREASE, CAPITAL REDUCTION, DISSOLUTION AND LIQUIDATION

Section 1 Merger, Division, Capital Increase and Capital Reduction

Article 184 The Company may take the form of merger by absorption or merger by new establishment.

The absorption of one company into another is a merger by absorption and the absorbed company shall be dissolved. The merger of two or more companies to establish a new company is a merger by new establishment and the parties to the merger shall be dissolved.

Article 185 Where the consideration paid in a merger does not exceed 10% of the Company's net assets, no resolution of the general meeting is required, except as otherwise provided in the Articles of Association.

Mergers conducted in accordance with the preceding paragraphs without a resolution of the general meeting must be approved by a resolution of the Board of Directors.

Article 186 In a merger of companies, the parties of the merger shall execute a merger agreement and prepare the balance sheet and property list. The Company shall notify its creditors within 10 days from the date of making the merger resolution and announce it in a newspaper or on the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) within 30 days.

A creditor may, within 30 days after receipt of the notification, or within 45 days after the date of announcement if he/she has not received the notification, request the Company to repay its debts or provide corresponding guarantees.

Article 187 In the event of a merger, the credits and debts of the merging parties shall be succeeded by the surviving or the new company.

Article 188 In case of a division, the Company's assets shall be divided accordingly.

In case of a division, the Company shall prepare the balance sheet and property list. The Company shall notify its creditors within 10 days from the date of making the division resolution and announce it in a newspaper or on the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) within 30 days.

Article 189 The debts of the Company prior to the division shall be jointly borne by the separated companies, unless otherwise stipulated in the agreement in writing entered into by the Company with creditors in respect of the settlement of debts prior to division.

Article 190 The Company shall prepare the balance sheet and property list when reducing its registered capital.

The Company shall notify its creditors within 10 days from the date the general meeting makes the resolution to reduce the registered capital, and publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) within 30 days. A creditor may, within 30 days after receipt of the notification, or within 45 days after the date of announcement if he/she has not received the notification, has the right to request the Company to repay its debts or provide relevant guarantees. The Company shall reduce its registered capital in proportion to the capital contribution or shares held by the shareholders, unless otherwise prescribed by law or stipulated in the Articles of Association.

Article 191 If the Company still has losses after making up for them in accordance with the provisions of paragraph 2 of Article 164 in the Articles of Association, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for the loss, the Company shall not make any distribution to the shareholders, nor shall the shareholders be exempted from their obligation to pay the capital contribution or the share capital.

If the Company reduces its registered capital according to the preceding paragraph, it is exempted from paragraph 2 of Article 190 in the Articles of Association. However, the Company shall make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) within 30 days after the general meeting making a resolution to reduce the registered capital.

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

Article 192 If the registered capital is reduced in violation of the Company Law and other relevant regulations, the shareholders shall refund the funds they have received, and any reduction or exemption of shareholders' capital contributions shall be restored to the original status; if any loss is caused to the Company, the shareholders and the liable directors, supervisors, and senior management shall bear the liability for compensation.

Article 193 When the Company issues new shares to increase its Registered capital, Shareholder(s) shall not have Pre-Emptive Right, unless otherwise provided in the Articles of Association or determined by a resolutions of the general meeting.

Article 194 Where the merger or division of the Company involves a change in registered particulars, such change shall be registered with the Company registry according to law. Where the Company is dissolved, it shall cancel its registration according to law. Where a new company is established, its establishment shall be registered according to law.

In case of increase or reduction of the Company's registered capital, the registration of the changes shall be made with the Company registration authority in accordance with the law.

Section 2 Dissolution and Liquidation

Article 195 A company shall be dissolved for any of the following reasons:

(I) the term of business operation as stipulated by the Articles of Association expires or other circumstances for dissolution as stipulated by the Articles of Association arise;

(II) the general meeting resolves to dissolve;

(III) dissolution is necessary as a result of the merger or division of the Company;

(IV) the business license is revoked, ordered to close down or deregistered according to law;

(V) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least 10% of all shareholders' voting rights of the Company may petition a people's court to dissolve the Company.

If the Company encounters any of the dissolution circumstances as stipulated in the preceding paragraph, it shall publicize the cause of dissolution through the National Enterprise Credit Information Publicity System within ten days.

Article 196 Where a company falls under the circumstance as mentioned in Items (I) or (II) of the first paragraph of Article 195 of the Articles of Association and it has not distributed the assets to its shareholders yet, it may survive by modifying the Articles of Association or upon a resolution of the general meeting.

To amend the Articles of Association or pass a resolution of the shareholders' meeting according to the provisions of the preceding paragraph, the approval of more than two-thirds of the voting rights of the shareholders present at the shareholders' meeting is required.

Article 197 Where the Company is to be dissolved pursuant to items (I), (II), (IV) and (V) of the first paragraph of Article 195 of the Articles of Association, it shall be liquidated. The directors, who are the liquidation obligors of the Company, shall form a liquidation committee to carry out liquidation within 15 days from the date of occurrence of the cause of dissolution.

The liquidation committee shall be composed of members determined by the Board of Directors or the general meeting, unless otherwise provided in the Articles of Association or the resolution of the general meeting to elect another person.

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

Article 198 The liquidation committee may exercise following powers during the liquidation:

(I) to clear the Company's assets, and to separately prepare a balance sheet and an inventory of assets;

(II) to notify or announce to creditors;

(III) to deal with and settle any outstanding business of the Company;

(IV) to pay the outstanding taxes and the taxes arising during the liquidation process;

(V) to settle claims and debts;

(VI) to distribute the remaining assets of the Company after its debts have been paid off;

(VII) to represent the Company in civil lawsuits.

Article 199 The liquidation committee shall notify the creditors within 10 days from the date of its establishment and make an announcement within 60 days in the designated newspapers or on the National Enterprise Credit Information Publicity System and in the manner required by the stock exchange where the Company's shares are listed. A creditor shall lodge his claim with the liquidation committee within 30 days of receipt of the notification or within 45 days of the date of the announcement if he has not received any notification.

Creditors shall declare their claims, explaining matters relating to the claims and providing evidential documents. The liquidation committee shall register the claims.

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

Article 200 Upon disposal of the Company's property and preparation of the balance sheet and inventory of assets, the liquidation committee shall draw up a liquidation plan and submit this plan to a general meeting or a people's court for endorsement.

The remaining assets of the Company, after payment of liquidation expenses, employee wages, social insurance fees and statutory compensation, outstanding taxes and the Company's debts, shall be distributed according to the type and proportion of shares held by shareholders.

The company shall continue its existence during the liquidation period, although it cannot conduct operating activities that are not related to the liquidation.

The company's property shall not be distributed to shareholders before repayments are made in accordance with the requirements described above.

Article 201 Where the liquidation committee finds that the property of the Company is not sufficient for paying off the debts after liquidating the property of the Company and preparing a balance sheet and an inventory of property, it shall file an application to a people's court for bankruptcy liquidation in accordance with the law.

After the people's court accepts the application for bankruptcy, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by the people's court.

Article 202 Upon completion of the liquidation of the Company, the liquidation committee shall produce a liquidation report, report the same to the general meeting or the people's court for confirmation. Within 30 days from the date of confirmation of the above-mentioned reports by the general meeting or the people's court, the liquidation committee shall deliver the same to the Company registry, apply for cancellation of the Company's registration.

Article 203 The members of the liquidation committee performing their duties of liquidation are obliged to loyalty and diligence.

Any member of the liquidation committee who neglects to fulfill his/her liquidation duties, thus causing loss to the Company shall be liable for compensation, and any member of the liquidation committee who causes loss to creditors due to his/her intentional or gross negligence shall be liable for compensation.

Article 204 Where the Company is declared bankrupt according to law, bankruptcy liquidation shall be conducted in accordance with the law on enterprise bankruptcy.

CHAPTER 11 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 205 The Company shall amend the Articles of Association in any of the following circumstances:

(I) after amendments are made to the Company Law, or relevant laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, the Articles of Association run counter to the amended laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed;

(II) the conditions of the Company have changed, and such change is not covered in the Articles of Association;

(III) The general meeting has resolved to amend the Articles of Association.

Article 206 Where the amendments to the Articles of Association passed by the general meetings need the examination and approval of the competent authorities, these amendments shall be submitted thereto for approval. Where the amendment of the Articles of Association involves registration, it shall be necessary to carry out the lawfully prescribed procedures for registration change.

Article 207 The Board of Directors shall amend the Articles of Association in accordance with the resolution of the general meeting to amend the Articles of Association and the approval opinions of the relevant competent authorities.

Article 208 Where the amendments to the Articles of Association belong to information required to be disclosed by laws and regulations, such amendments shall be announced in accordance with the regulations.

CHAPTER 12 SUPPLEMENTARY PROVISIONS

Article 209 Definitions

(I) Controlling shareholder refers to (1) a shareholder or other person (an individual or group of persons) who has the right to exercise or control the exercise of 30% or more of the voting power at general meeting; (2) other percentage as may be prescribed by the laws of China from time to time which entitles a shareholder at the general meeting to exercise or control the exercise that triggers a mandatory public offer, or less than such percentage but is sufficient to establish legal or managerial control (such as exerting a significant influence on the general meeting, on the resolutions of a general meeting); (3) shareholders or other persons (a single person or a group of persons) capable of controlling the composition of a majority of the Company's Board of Directors.

(II) An "actual controller" shall refer to a person who can actually control the behaviour of the Company through investment relations, agreements or other arrangements.

(III) Related (connected) person, related (connected) relationship and related (connected) transaction shall have the meaning ascribed thereto under the Hong Kong Listing Rules.

Article 210 The Board of Directors may formulate detailed rules of the articles of association in accordance with the provisions of the Articles of Association. The detailed rules for the Articles of Association shall not conflict with the provisions hereof.

Article 211 The Articles of Association are written in the Chinese language and in the event of any inconsistency between any other language or different version of the Articles of Association and the Articles of Association, the Chinese version of the Articles of Association as approved and registered by the registration authority in the place where the Company is located shall prevail.

Article 212 The term "or above", "within", "following", as stated in the Articles of Association shall all include the given figure; the term "not exceeding", "except", "less than", "more than", "over" shall all exclude the given figure.

Article 213 The Articles of Association shall be interpreted by the Board of Directors of the Company.

Article 214 The Procedures of General Meetings, Procedures of the Board of Directors, and Procedures of the Board of Supervisors are included in the annex of the Articles of Association.

Article 215 Matters not covered in the Articles of Association shall be handled in accordance with the laws, administrative regulations and the relevant provisions of the securities governing authority of the place where the Company's shares are listed in conjunction with the actual situation of the Company.

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

Article 216 The Articles of Association shall come into force and effect on the date of their adoption by a special resolution of the general meeting of the Company.

Guoxia Technology Co., Ltd.

Legal Representative:_____(Signature)
Feng Lizheng (馮立正)