Ingenic Semiconductor Co., Ltd.

Articles of Association

October 2026

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CHAPTER I GENERAL PROVISIONS

Article 1 In order to safeguard the legitimate rights and interests of Ingenic Semiconductor Co., Ltd. (hereinafter referred to as the "Company"), shareholders, employees and creditors, and to regulate the organization and activities of the Company, the articles of association of the Company (the "Articles of Association") has been formulated in accordance with the Company Law of the People's Republic of China 《(中華人民共和國公司法》) (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China 《(中華人民共和國證券法》) (hereinafter referred to as the "Securities Law"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies 《(境內企業境外發行證券和上市管理試行辦法》), and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") and other relevant regulations.

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

The Company was established by conversion from Ingenic Semiconductor Company Limited in accordance with the laws, with the original shareholders of Ingenic Semiconductor Company Limited being the promoters of the Company. The Company was registered with and obtained the business license from the Haidian District Administration for Market Regulation of Beijing. The unified social credit code is 911100007776681570.

Article 3 The Company received the approval from the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") on May 12, 2011 for the initial public offering of 20,000,000 ordinary shares denominated in RMB, and was listed on the ChiNext of the Shenzhen Stock Exchange on May 31, 2011.

The Company completed the filing with the CSRC on June 22, 2026 and received the approval from The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange") on August 24, 2026 for the initial public offering of 31,287,300 overseas listed foreign shares, and was listed on the Main Board of the Hong Kong Stock Exchange on August 25, 2026.

The shares issued by the Company and listed on the ChiNext of the Shenzhen Stock Exchange are hereinafter referred to as "A Shares", and the shares issued by the Company and listed on the Main Board of the Hong Kong Stock Exchange are hereinafter referred to as "H Shares".

Article 4 Registered name of the Company: 北京君正集成電路股份有限公司English name of the Company: Ingenic Semiconductor Co., Ltd.

Article 5 Domicile of the Company: A101-A113, 1/F, Building 14, East Block, 10 Xibeiwang East Road, Haidian District, Beijing.

Postal code: 100193

Article 6 The registered capital of the Company is RMB514,951,667.

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

Article 8 The director who executes the Company's affairs on behalf of the Company serves as its legal representative. The chairman of the Board acts as the director who executes the Company's affairs on behalf of the Company.

If the director serving as the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time.

If the legal representative has resigned, the Company shall determine a new legal representative within thirty days from the date of the resignation of the legal representative.

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

Restrictions on the powers of the legal representative under the Articles of Association or by the general meeting shall not be asserted against a bona fide counterparty.

If the legal representative causes damage to others while performing his/her official duties, the Company shall bear civil liability. After assuming civil liability, the Company may recover compensation from the legal representative who is at fault in accordance with the law or the Articles of Association.

Article 10 The shareholders' liabilities to the Company are limited to the shares subscribed by them. The liabilities of the Company to the Company's debts shall be limited to all its property.

Article 11 The Articles of Association shall become a legally binding document governing the organization and conduct of the Company, and the rights and obligations between the Company and its shareholders and among shareholders since its effective date, and shall be legally binding on the Company, its shareholders, directors and senior management. According to the Articles of Association, shareholders may sue other shareholders, directors, the general manager and other senior management of the Company and the Company. The Company may sue shareholders, directors, the general manager and other senior management.

Article 12 The senior management stated in the Articles of Association refers to the general manager, deputy general manager, chief financial officer, secretary to the Board of the Company and other personnel as stipulated in the Articles of Association.

Article 13 The Company shall establish an organization of the Communist Party of China and carry out the activities of the Party in accordance with the provisions of the Constitution of the Communist Party of China, and provide the necessary conditions for the activities of the Party organization.

CHAPTER II BUSINESS OBJECTIVES AND SCOPE

Article 14 The business objectives of the Company are to give full play to its core competitive advantages, continuously strengthen technological innovation and scientific management, vigorously promote technological advancements, expand business scale and improve market competitiveness, so as to maximize its profitability, safeguard the legitimate rights and interests of all shareholders and create the highest investment returns for shareholders.

Article 15 The Company's scope of business in accordance with the registration under the laws includes: research and development, design, contract manufacturing, and sales of semiconductor integrated circuit chips; design and development of computer software, hardware, and computer network software and hardware products; sales of computer software, hardware, and related auxiliary equipment, electronic components, and communication equipment; technology development, technology transfer, technical consulting, technical services, and technical training; technical testing; import and export of goods, import and export of technology, and import and export agency services; leasing of office and commercial premises.

CHAPTER III SHARES

Section 1 Issuance of Shares

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

Article 17 The shares of the Company shall be issued in accordance with the principles of open, fairness and justice. Each share of the same class shall carry the same rights.

Shares of the same class and in the same issue shall be issued on the same conditions and at the same price. Subscribers shall pay the same price for each of the shares it/he/she subscribes for.

Article 18 Shares with a par value issued by the Company shall be denominated in RMB.

Article 19 A Shares issued by the Company are under centralized depositary of the Shenzhen branch of China Securities Depository and Clearing Corporation Limited. H Shares issued by the Company may be primarily deposited with a custodian company under Hong Kong Securities Clearing Company Limited in accordance with the laws and practices of securities registration and depository of the places where the H Shares are listed, and may be held by a shareholder in his/her name.

Article 20 The Company had a total of 60,000,000 shares at its establishment, which were fully subscribed by its promoters. The number of shares subscribed by each promoter and its shareholding percentage at the establishment by promotion of the Company are as follows:

Name of promoter	Number of shares subscribed (share)	Shareholding percentage
Liu Qiang	18,092,633	30.15%
Li Jie	12,000,000	20.00%
Infotech Venture Capital Co., Ltd.	10,791,367	17.99%
Zhang Jin	4,608,000	7.68%
Xian Yonghui	4,608,000	7.68%
Jiang Jun	1,800,000	3.00%
Liu Fei	1,500,000	2.50%
Xu Zhipeng	1,500,000	2.50%
Yan Xiaojing	1,500,000	2.50%
Zhao Mingyi	1,200,000	2.00%
Lu Liangli	1,200,000	2.00%
Zhang Yanxiang	600,000	1.00%
Zhang Min	600,000	1.00%

Article 21 The Company had issued 514,951,667 shares, comprising 514,951,667 ordinary shares (including 483,664,367 ordinary A Shares and 31,287,300 ordinary H Shares), with no shares of other classes.

Article 22 The Company or its subsidiaries (including its affiliates) shall not provide financial assistance, in the form of gift, advance, guarantee or borrowing or otherwise, to any person who acquires shares of the Company or its parent company, except for the implementation of the Company's employee share ownership schemes.

For the benefit of the Company, the Company may provide financial assistance to any other party/parties to acquire shares of the Company or its parent company subject to the resolution of the general meeting, or the resolution of the Board in accordance with the Articles of Association or under the authorization of the general meeting, provided that the cumulative total amount of the financial assistance shall not exceed 10% of the total share capital in issue. Resolutions of the Board shall be approved by two-thirds or more of all directors.

Section 2 Increase/Reduction and Repurchase of Shares

Article 23 The Company may, based on its requirements for operation and development and in accordance with laws and regulations and provisions of the securities regulatory authorities in the place where the shares of the Company are listed, increase its share capital by a resolution passed at a general meeting in the following ways:

(1) issuing shares to unspecified investors;

(2) issuing shares to specified investors;

(3) distributing bonus shares to existing shareholders;

(4) converting capital reserves into share capital;

(5) any other ways permitted by laws, administrative regulations, and as approved by the CSRC and the securities regulatory authorities in the place where the shares of the Company are listed.

Article 24 The Company may reduce its registered capital. Any reduction of the Company's registered capital shall be carried out in accordance with the procedures stipulated in the Company Law, other applicable regulations, and the provisions of the Articles of Association.

Article 25 The Company shall not purchase its shares, except in one of the following circumstances:

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

(2) merging with another company that holds shares of the Company;

(3) using of shares for employee share ownership scheme or equity incentives;

(4) requesting to the Company to acquire its own shares from shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company;

(5) using of shares for conversion of corporate bonds convertible into shares issued by the Company;

(6) safeguarding corporate value and the interests of shareholders as the Company deems necessary.

Article 26 The Company may purchase its shares through public centralized trading or other methods permitted by laws, administrative regulations, and as recognized by the CSRC and the securities regulatory authorities in the place where the shares of the Company are listed.

Where the Company purchases its shares under the circumstances specified in items (3), (5), and (6) under the first paragraph of Article 25 of the Articles of Association, such purchase shall be conducted through public centralized trading.

When the Company purchases its shares, it shall fulfill its information disclosure obligations in accordance with the provisions of the Securities Law and the securities regulatory rules of the place where the Company's shares are listed.

Article 27 The acquisition of its own shares by the Company pursuant to items (1) or (2) under the first paragraph of Article 25 of the Articles of Association shall be subject to approval at the general meeting by way of resolution; the acquisition of its own shares by the Company pursuant to items (3), (5) or (6) under the first paragraph of Article 25 of the Articles of Association shall be subject to approval by way of a resolution at a meeting of the Board attended by two-thirds or more of the directors in accordance with the provisions of the Articles of Association or the mandate of the general meeting.

Where the Company purchases its shares in accordance with the provisions of the first paragraph of Article 25 of the Articles of Association, under circumstance (1), the shares shall be cancelled within ten days from the date of purchase; under circumstances (2) and (4), the shares shall be transferred or cancelled within six months; and under circumstances (3), (5) and (6), the total number of shares held by the Company shall not exceed 10% of its total issued share capital and shall be transferred or cancelled within three years after the announcement of the repurchase results and share changes. Where laws, regulations and the securities regulatory rules of the place where the Company's shares are listed provide otherwise in respect of the matters related to share repurchases, such provisions shall prevail.

When the Company purchases its own shares, it shall fulfill its information disclosure obligations in accordance with the provisions of the Securities Law, the rules of the stock 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 the law.

Restriction, reduction and other changes of shares held by shareholders, directors and senior management members of the Company shall comply with the Company Law, the Securities Law, the Rules Governing the Listing of Shares on the ChiNext of the Shenzhen Stock Exchange and the Hong Kong Listing Rules as well as relevant requirements on changes in shares of the Company of the CSRC, the stock exchange and regulatory authorities of the place where the shares of the Company are listed.

All transfers of H Shares shall be effected by an instrument of transfer in writing in the usual or common form or in any other form acceptable to the Board (including a standard form of transfer or transfer form prescribed by the Hong Kong Stock Exchange from time to time), and such instrument of transfer may be signed by hand only or stamped with a valid corporation seal (if the transferor or transferee is a corporation). If the transferor or transferee is a recognized clearing house within the meaning of the relevant ordinances from time to time in force under the laws of Hong Kong (hereinafter referred to as "Recognized Clearing House") or its nominee(s), the instrument of transfer maybe executed by hand or by machine imprinted signature. All instruments of transfer shall be kept at the legal address of the Company or at such address as the Board may designate from time to time.

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

Article 30 Shares issued before the Company's public issuance of A Shares shall not be transferred within one year from the date when the Company's A Shares are listed and traded on the Shenzhen Stock Exchange.

Directors, senior management of the Company shall report to the Company about their shareholdings and changes thereof, and shares transferred each year during their terms of office as determined at the time of their assumption of office shall not exceed 25% of the total number of shares of the same class they held in the Company; shares they held in the Company shall not be transferred within one year after A Shares of the Company are listed and traded. The aforesaid persons shall not transfer their shares in the Company within half a year after they terminate service with the Company; the proportion of the Company's shares sold through listing on the stock exchange within twelve months after half a year upon leaving office shall not exceed 50% of the total shares held in the Company.

Article 31 Shareholders holding 5% or more of the Company's shares, as well as directors and senior management, who sell shares or other equity-type securities of the Company within six months after purchase, or repurchase such shares or securities within six months after sale, shall have the gains from such transactions belong to the Company. The Company's Board shall recover such gains. However, this does not apply to securities companies holding 5% or more of shares due to purchasing unsold shares in underwriting, nor to other circumstances stipulated by the CSRC. Where otherwise provided by laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, such provisions shall apply.

The shares or other equity-type securities held by the directors, senior management, and individual shareholders mentioned in the preceding paragraph include those held by their spouses, parents, children, and those held through accounts of others.

If the Board fails to enforce the provisions of the first paragraph of this Article, shareholders have the right to require the Board to enforce it within 30 days. If the Board still fails to enforce it within the specified period, shareholders have the right, in the interest of the Company, to initiate litigation in their own name directly with the people's court.

The directors who are held responsible shall bear joint and several liability in accordance with the law if the Board fails to enforce the provisions of the first paragraph of this Article.

CHAPTER IV SHAREHOLDERS AND GENERAL MEETINGS

Section 1 Shareholders

Article 32 The Company shall establish a register of shareholders in accordance with evidentiary documents provided by the securities registration and settlement authorities. The register of shareholders is sufficient evidence to prove that the shareholders hold the Company's shares. A shareholder shall enjoy rights and bear obligations according to the class of shares held. Shareholders holding the same class of shares shall enjoy the same rights and bear the same obligations.

The original register of shareholders of H Shares listed in Hong Kong is kept in Hong Kong and is available for inspection by shareholders, but the Company may suspend the registration of shareholders in accordance with applicable laws and regulations and the securities regulatory rules of the place where the Company's shares are listed. In the event that any shareholder whose name is recorded in or any person who requests to have his/her name entered in the register of shareholders of H Shares loses his/her share certificate(s), he/she may apply to the Company for replacement of new share certificate(s) in respect thereof. Where a holder of overseas-listed foreign shares loses his/her share certificate(s) and applies for replacement, such application shall be dealt with in accordance with the laws, rules of the stock exchange or other relevant regulations of the place where the original register of shareholders of overseas-listed foreign shares is maintained.

Article 33 When the Company convenes a general meeting, distributes dividends, undergoes liquidation, or engages in other activities requiring confirmation of shareholder identity, the Board or the convenor of the general meeting shall determine the record date. Shareholders registered in the register of shareholders after the close of business on the record date shall be entitled to the relevant rights and interests.

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

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

(2) the right to request to call, convene, preside over, attend or appoint proxies to attend general meeting and to speak up or vote thereat;

(3) the right to supervise the Company's business operations, and the right to present proposals or enquiries;

(4) the right to transfer shares, give by way of gift or pledge shares held in accordance with laws, administrative regulations and provisions of the Articles of Association;

(5) the right to inspect and make copies of the Articles of Association, the register of shareholders, counterfoils of corporate bonds, minutes of general meetings, resolutions of the Board, and financial and accounting reports. Shareholders who individually or in aggregate hold 3% or more of the shares of the Company for 180 consecutive days or more and shareholders as required by other regulations may also inspect the Company's accounting books and accounting vouchers;

(6) in the event of the termination or liquidation of the Company, to participate in the distribution of surplus assets of the Company in accordance with the number of shares held;

(7) for the shareholder who raises an objection to the resolutions of the general meeting regarding the merger or division of the Company, the right to require the Company to purchase his shares;

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

Article 35 Shareholders who request for access to and copy relevant materials of the Company, he/she shall comply with the requirements of laws, administrative regulations such as the Company Law and the Securities Law, and the securities regulatory rules of the place where the Company's shares are listed, and provide the Company with documents showing the class and number of shares he holds. The Company shall provide such information as requested by the shareholder after his identification has been verified.

Article 36 Where the resolution(s) of a general meeting or a meeting of the Board violates laws or administrative regulations, shareholders are entitled to make a petition to the people's court to nullify such resolutions.

Where the convening or voting procedures of a general meeting or a meeting of the Board violate laws, administrative regulations or the Articles of Association, or the resolutions of such meeting violate the Articles of Association, shareholders are entitled to make a petition to the people's court to revoke the resolutions adopted in such meeting within 60 days from the date when such resolutions are adopted. However, this will not apply where there are only minor defects in the procedures for convening or the voting methods of the general meeting or the Board that do not have a substantive impact on the resolution.

If the Board, shareholders or other relevant parties dispute the validity of a resolution at the general meeting, they shall promptly initiate legal proceedings with the people's court. Prior to the issuance of a judgment or ruling by the people's court to revoke such resolution or otherwise, the relevant parties shall implement the resolution of the general meeting, and no party may refuse to execute such resolutions on the grounds of their alleged invalidity. The Company, its directors and senior management shall practically perform their duties to ensure the normal operation of the Company.

Before the people's court issues a resolution or ruling to revoke the relevant matter, the Company shall, in accordance with the law, administrative regulations, and the requirements of the CSRC and the stock exchange, fulfil its information disclosure obligations, fully explain the impact, and actively cooperate in enforcement after such judgment or ruling becomes effective. If correction of prior matters is involved, the Company should promptly address them and discharge the corresponding information disclosure obligations.

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

(1) the resolution was not made by a general meeting or a board meeting;

(2) no voting on the resolution was made on a general meeting or a Board meeting;

(3) the number of attendees of the meeting or the number of their voting rights does not meet the quorum or the number of voting rights as required by the Company Law, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association;

(4) the number of attendees voting in favor of the resolution or the number of their voting rights do not meet the quorum or the number of voting rights as required by the Company Law, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Article 38 If any director or senior management member who is not a member of the Audit Committee violates the laws, administrative regulations or the Articles of Association in fulfilling his/her official duties, thereby incurring any loss of the Company, the shareholders individually or jointly holding 1% or more shares of the Company for 180 days or more consecutively shall have the right to request the Audit Committee in writing to institute legal proceedings to the people's court; if any member of the Audit Committee violates the laws, administrative regulations or the Articles of Association in fulfilling his/her official duties, thereby incurring any loss of the Company, shareholders may request the Board in writing to institute legal proceedings to the people's court.

If the Audit Committee or the Board refuses to institute legal proceedings after receipt of the written request from the shareholders as specified in the preceding paragraph or does not institute legal proceedings within 30 days after receipt of the said request, or if the circumstance is urgent and any delay of legal proceedings may incur irrecoverable damage to the interests of the Company, the shareholders as specified in the preceding paragraph shall be entitled to directly institute legal proceedings to the people's court in their own names in the interest of the Company.

Where others infringe upon the Company's legitimate rights and interests, thereby causing any loss to the Company, the shareholders, as specified in the first paragraph of this Article, may institute legal proceedings in the people's court pursuant to the preceding two paragraphs.

Where a director, supervisor, or senior management member of a wholly-owned subsidiary of the Company violates the laws, administrative regulations or the Articles of Association in fulfilling his/her duties, thereby incurring any loss of the Company, or where any other person infringes upon the legitimate rights and interests of the wholly-owned subsidiary of the Company, thereby incurring any loss, the shareholders individually or jointly holding 1% or more shares of the Company for 180 days or more consecutively may, in accordance with the first three paragraphs of Article 189 of the Company Law, request in writing the board of supervisors or the board of directors of the wholly-owned subsidiary to institute an action in a people's court, or directly institute an action in a people's court in the name of the shareholder or shareholders.

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

Article 39 Shareholders may institute legal proceedings in the people's court against any director or senior management who damages the shareholders' interests by violating any law, administrative regulation or the Articles of Association.

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

(1) to abide by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association;

(2) to pay subscription monies according to the number of shares subscribed and the method of subscription;

(3) not to withdraw their share capital except in circumstances allowed by laws and regulations and the securities regulatory rules of the place where the Company's shares are listed;

(4) not to abuse its/his rights as a shareholder to infringe the interests of the Company or other shareholders and not to abuse the independent position of the Company as a legal person or the limited liability status of the shareholders to infringe the interests of creditors of the Company;

(5) other obligations imposed by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 41 Where a shareholder's abuse of rights as a shareholder has caused damages to the Company or other shareholders, he/it shall be liable for compensation in accordance with laws. Where a shareholder abuses the independent position of the Company as a legal person, or the limited liability status of shareholders for the evasion of its debts and such acts have caused serious damages to interests of the Company's creditors, he/it shall bear joint and several liabilities in respect of the debts of the Company.

Section 2 Controlling Shareholders and De facto controllers

Article 42 The controlling shareholders and the de facto controllers of the Company shall exercise their rights and perform their obligations in accordance with the provisions under the law, administrative regulations, the regulations of the CSRC and the Shenzhen Stock Exchange and the securities regulatory rules of the place where the Company's shares are listed, and shall safeguard the interests of the Company.

Article 43 The controlling shareholders and the de facto controllers of the Company shall comply with the following provisions:

(1) Exercise shareholder rights in accordance with the law, without abusing control rights or exploiting related party relationships to harm the lawful rights and interests of the Company or other shareholders;

(2) Strictly perform any public statements and undertakings made, without unauthorized alteration or waiver;

(3) Fulfil information disclosure obligations in strict accordance with relevant regulations, actively cooperate with the Company in its information disclosure, and promptly inform the Company of any material events that have occurred or are expected to occur;

(4) Shall not occupy corporate funds in any manner;

(5) Shall not compel, instruct, or require the Company or its relevant personnel to provide guarantees in violation of laws or regulations;

(6) Shall not exploit any undisclosed material information of the Company to seek benefits, shall not disclose any undisclosed material information relating to the Company in any manner, and shall not engage in insider trading, short-swing trading, market manipulation or any other unlawful or non-compliant conduct;

(7) Shall not harm the lawful rights and interests of the Company and other shareholders through any unfair related party transactions, profit distributions, asset restructurings, external investments or any other means;

(8) Shall ensure the integrity of the Company's assets, independence of its personnel, finance, organization and business, and shall not interfere with the Company's independence in any manner;

(9) Comply with other provisions under the laws, administrative regulations, the regulations of the CSRC, business rules of the Shenzhen Stock Exchange, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Where the controlling shareholders or de facto controllers of the Company do not serve as a director but actually transacts the business of the Company, the provisions of the Articles of Association concerning the fiduciary duties and duties of diligence of directors shall apply.

Where the controlling shareholders or de facto controllers instruct any director or senior management to engage in acts that are detrimental to the interests of the Company or its shareholders, they shall bear joint and several liability with such management.

Article 44 If the controlling shareholders or de facto controllers pledge the Company's shares held by them or under their effective control, they shall maintain the Company's control right and production and operation stability.

Article 45 If the controlling shareholders or de facto controllers transfer the Company's shares held by them, they shall comply with the restrictive provisions on share transfer in laws, administrative regulations, the regulations of the CSRC and the Shenzhen Stock Exchange, and the securities regulatory rules of the place where the Company's shares are listed, as well as the commitments made on restricting share transfer.

Article 46 The controlling shareholders and de facto controllers of the Company shall not use their connected relationships to harm the interests of the Company. In the event of any violation of provisions causing losses to the Company, they shall be liable for compensation.

The controlling shareholders and de facto controllers of the Company bear fiduciary duties towards the Company and its public shareholders. The controlling shareholder shall exercise his or her rights as a contributor in strict compliance with laws, shall not prejudice the legitimate rights and interests of the Company and the public shareholders by means of profit distribution, assets restructuring, external investments, appropriation of funds, guarantees for loan, etc., and shall not use its controlling capacity to impair the interests of the Company and the public shareholders. In the event of any violation of preceding provisions causing losses to the Company, they shall be liable for compensation.

Article 47 The Board of the Company shall set up a mechanism of "moratorium upon misappropriation" on the Company's shares held by the controlling shareholders and de facto controllers, that is, upon discovery of any misappropriation of the Company's assets by any controlling shareholders or de facto controllers, the Company shall apply for freezing of the Company's shares held by the controlling shareholders or de facto controllers by judicial order immediately. Where it is impossible to restore the Company's assets misappropriated or to make corresponding repayment in cash or by other ways approved by the shareholders' general meeting of the Company, the assets misappropriated shall be repaid by monetizing the shares held by the said controlling shareholders or de facto controllers.

The chairman of the Board of the Company is the primary person in charge of the mechanism of "moratorium upon misappropriation", and the chief financial officer and the secretary to the Board shall assist him/her in the work regarding "moratorium upon misappropriation". Specifically, the following procedures shall be followed:

(1) The chief financial officer shall report in writing to the chairman of the Board on the day when he/she finds that the controlling shareholder or de facto controller misappropriates the Company's assets;

Where the chairman of the Board is the controlling shareholder or de facto controller, the chief financial officer shall report in writing to the secretary to the Board on the day when the controlling shareholder or de facto controller is found to have misappropriated the Company's assets, and a copy of the report shall be sent to the chairman of the Board concurrently;

(2) The chairman of the Board or the secretary to the Board shall issue a notice of convening an extraordinary Board meeting on the day of receiving the written report of the chief financial officer;

(3) The secretary to the Board shall, in accordance with the Board resolutions, send a notice for repayment within a prescribed period to the controlling shareholder or de facto controller, apply to the relevant judicial departments for handling the freezing of the shares held by the controlling shareholder or de facto controller and other related matters, and make proper and relevant disclosure;

(4) If the controlling shareholder or de facto controller is unable to restore or repay the Company's assets which have been misappropriated within a prescribed period, the Company shall make an application to the relevant judicial departments for the monetization of the frozen shares to compensate the misappropriated assets within 30 days after the expiry of the aforesaid prescribed period. The secretary to the Board shall make proper and relevant disclosure.

The directors and senior management of the Company have a legal obligation to maintain the safety of the Company's assets. In relation to the directors and senior management who assist and/or allow the controlling shareholders, de facto controllers and their affiliated enterprises to misappropriate the Company's assets, the Board of the Company shall, depending on the severity of the case, punish the person who is held directly responsible, and propose to the shareholders' general meeting to dismiss the director(s) who bear heavy responsibility.

Section 3 General Provisions for General Meeting

Article 48 The general meeting of the Company shall be 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 law:

(1) to elect and replace directors and decide on matters relating to the remuneration of directors;

(2) to consider and approve reports of the Board;

(3) to consider and approve the Company's profit distribution plans and plans for making up losses;

(4) to resolve on increases or reductions in the Company registered capital;

(5) to resolve on the issue of corporate bonds by the Company;

(6) to resolve on merger, division, dissolution and liquidation of the Company or change in company form;

(7) to amend the Articles of Association;

(8) to resolve on the engagement and dismissal of the Company's accounting firm engaged in the audit work of the Company and the determination of its remuneration;

(9) to consider and approve matters stipulated in Article 49 of the Articles of Association;

(10) to consider the purchases and disposals of significant assets within one year exceeding 30% of the latest audited total assets of the Company;

(11) to consider and approve the change of use of proceeds;

(12) to consider the equity incentive scheme and employee share ownership scheme;

(13) to consider other matters which require resolutions of the shareholders in the general meeting according to relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, or provisions of the Articles of Association.

The Board may be authorized by the general meeting to adopt resolutions on the issuance of corporate bonds.

Unless otherwise provided by law, administrative regulations, the regulations of the CSRC or the rules of the Shenzhen Stock Exchange or the securities regulatory rules of the place where the Company's shares are listed, the above-mentioned functions and powers of the general meeting shall not be exercised by the Board or other bodies and individuals on its behalf by way of delegation.

Article 49 Unless otherwise specified in the Articles of Association, matters such as external investments, acquisition or disposal of assets, asset mortgage and pledge, entrusted wealth management, related party transactions, and debt financing by the Company that meet the following criteria shall be submitted to the general meeting for consideration:

(1) External investments (including entrusted wealth management and investments in subsidiaries), asset mortgages or pledges made by the Company that meet any of the following criteria:

1. the total assets involved in the transaction account for 50% or more of the latest audited total assets of the Company; if the total assets involved in the transaction carry both book value and appraised value, the higher shall prevail;

2. the operating revenue attributable to the transaction subject (such as equity interests) for the latest accounting year accounts for 50% or more of the Company's audited operating revenue for the latest accounting year, and the absolute amount exceeds RMB30 million;

3. the net profit attributable to the transaction subject (such as equity interests) for the latest accounting year accounts for 50% or more of the Company's audited net profit for the latest accounting year, and the absolute amount exceeds RMB3 million;

4. the transaction amount (including the assumption of liabilities and expenses) accounts for 50% or more of the Company's latest audited net assets, and the absolute amount exceeds RMB30 million;

5. the profit generated from the transaction accounts for 50% or more of the Company's audited net profit for the latest accounting year, and the absolute amount exceeds RMB3 million.

(2) The acquisition or disposal of assets by the Company within twelve consecutive months, which on a cumulative basis calculated by the type of transactions (with the higher of the total assets and the transaction amount as the basis of calculation) reaches 30% of the latest audited total assets.

(3) The related party transaction entered into between the Company and related person(s) (except for cash assets gifted to the Company and provision of guarantees) where the transaction amount is RMB10 million or more and accounts for 5% or more of the Company's latest audited net assets.

(4) The Company shall not provide guarantees to any parties other than its controlled subsidiaries, de facto controller and their respective related parties. The following guarantee provided by the Company shall be submitted to the general meeting for consideration and approval:

1. any guarantee provided after the aggregate amount of guarantees provided by the Company to its controlled subsidiaries has reached or exceeded 50% of the Company's latest audited net assets;

2. any guarantee provided after the aggregate amount of guarantees provided by the Company to its controlled subsidiaries has reached or exceeded 30% of the Company's latest audited total assets;

3. any guarantee provided to a controlled subsidiary with a gearing ratio exceeding 70%;

4. any single guarantee exceeding 10% of the Company's latest audited net assets;

5. guarantees provided within a period of 12 consecutive months with an aggregate amount exceeding 30% of the Company's latest audited total assets;

6. guarantees provided to the de facto controller and its related parties.

Any external guarantee to be considered by the general meeting shall first be approved by two-thirds or more of the directors present at the relevant Board meeting before being submitted to the general meeting for consideration. A resolution on the guarantee referred to in item (5) of the preceding paragraph shall be approved by shareholders representing two-thirds or more of the voting rights held by the shareholders present at the general meeting.

Where the general meeting considers a resolution on the provision of a guarantee to the de facto controller and its related parties, such shareholder or any shareholder controlled by the de facto controller shall abstain from voting, and the resolution shall be passed by more than one-half of the voting rights held by the other shareholders present at the general meeting.

(5) Any other matters which, pursuant to laws, administrative regulations, departmental rules, normative documents, the rules of the stock exchange, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, are required to be considered and approved by the general meeting.

Unless otherwise specified, where the Company conducts transactions of the same category relating to the same transaction subject within a period of 12 consecutive months, the foregoing provisions shall apply on an aggregated basis. Transactions that have already complied with the relevant approval procedures in accordance with the foregoing provisions shall not be included in such aggregated calculation.

Where any of the data used in the above thresholds is negative, the absolute value thereof shall be used for calculation purposes. Where a transaction conducted by the Company only satisfies the criteria set out in items (3) and (5) of paragraph (1) above, and the absolute value of the Company's earnings per share for the latest accounting year is less than RMB0.05, the transaction may be exempted from consideration by the general meeting upon application to, and the grant of a waiver by, the stock exchange.

Where laws, regulations, normative documents or the securities regulatory rules of the place where the Company's shares are listed provide otherwise with respect to the approval authority for any of the above matters, such laws, regulations, normative documents or securities regulatory rules shall prevail.

Article 50 General meetings include annual general meetings and extraordinary general meetings. Annual general meetings shall be held by the Company once every year and within six months from the close of the preceding fiscal year.

Article 51 The Company shall convene an extraordinary general meeting within 2 months upon the occurrence of the following events:

(1) the number of directors is less than the number as stipulated in Company Law or less than two-thirds of the number as specified in the Articles of Association;

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

(3) on request by the shareholder(s) individually or collectively holding 10% or more of the shares of the Company;

(4) whenever the Board considers it necessary;

(5) when the Audit Committee proposes to hold such a meeting;

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

Article 52 The general meeting shall be held at the domicile of the Company or such other venue specified in the notice of the general meeting.

A venue shall be designated for the general meeting, which shall be held in the form of an on-site meeting, and shareholders may attend virtually by utilizing technology. The Company shall also provide convenience for shareholders to attend the general meeting by adopting electronic voting or other means, in accordance with the requirements of laws, administrative regulations, the CSRC, the Shenzhen Stock Exchange, or the Articles of Association. Shareholders attending the general meeting through the aforementioned means shall be deemed present.

After the notice of the general meeting is issued, the venue for the on-site general meeting shall not be changed without a justifiable reason. If such a change is indeed necessary, the convenor shall issue an announcement and explain the reasons at least two business days prior to the scheduled date of the on-site meeting.

Article 53 When the Company convenes a general meeting, it shall engage a lawyer to provide legal opinions on the following matters and make an announcement:

(1) whether the convening and holding procedures comply with the laws, administrative regulations, and the Articles of Association;

(2) whether the qualifications of the attendees and the convenor are legally valid;

(3) whether the voting procedure and results of the meeting are legally valid;

(4) other legal opinion with respect to relevant issues as requested by the company.

Section 4 Convening of General Meeting

Article 54 The Board shall convene the general meeting on time within the specified period.

Subject to the consent of more than half of all the independent directors, the independent directors shall have the right to propose to the Board the convening of an extraordinary general meeting. The Board shall, in accordance with the requirements of the laws, administrative regulations and the Articles of Association, give a written response as to whether or not it agrees to convene an extraordinary general meeting within 10 days upon receipt of such proposal.

If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after resolution of the Board is passed; if the Board does not agree to convene the extraordinary general meeting, it shall make announcement with relevant explanations.

Article 55 The Audit Committee shall have the right to propose to the Board to convene an extraordinary general meeting. Such proposal shall be made in writing. The Board shall give written response as to whether or not it agrees to convene such an extraordinary general meeting within 10 days upon receipt of the proposal in accordance with the requirements of the laws, administrative regulations and the Articles of Association.

If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within five days after the resolution of the Board is passed. Any change made to the original proposal in the notice shall be approved by the Audit Committee.

If the Board does not agree to convene the extraordinary general meeting, or fails to make a response within 10 days upon receipt of the proposal, it shall be deemed that the Board is unable or fail to fulfil its responsibilities to convene the general meeting. The Audit Committee can then convene and preside over the general meeting by itself.

Article 56 Shareholder(s) individually or collectively holding 10% or more of the shares of the Company shall request the Board to convene an extraordinary general meeting. Such request shall be made in writing. The Board shall give written response as to whether or not it agrees to convene such an extraordinary general meeting within 10 days upon receipt of the request in accordance with the requirements of the laws, administrative regulations and the Articles of Association.

If the Board agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within 5 days after the resolution of the Board is passed. Any change made to the original proposal in the notice shall be approved by the relevant shareholders.

If the Board does not agree to convene the extraordinary general meeting, or fails to make a response within 10 days upon receipt of the request, the shareholder(s) individually or collectively holding 10% or more of the shares of the Company shall propose to the Audit Committee to convene the extraordinary general meeting. Such request shall be made in writing.

If the Audit Committee agrees to convene the extraordinary general meeting, a notice of such meeting shall be issued within 5 days upon receipt of the request. Any change made to the original request in the notice shall be approved by the relevant shareholders.

If the Audit Committee fails to issue a notice of the general meeting within a specified period, it shall be deemed that the Audit Committee shall not convene and preside over the general meeting, the shareholder(s) individually or collectively holding 10% or more of the shares of the Company for 90 consecutive days or more may convene and preside over the meeting by himself/herself/themselves.

Article 57 Where the Audit Committee or shareholders decide to convene a general meeting on their own initiative, they shall notify the Board in writing and file a record with the stock exchange simultaneously.

The Audit Committee or the convening shareholders shall submit relevant supporting materials to the stock exchange upon issuance of the notice of the general meeting and the announcement of resolutions of the general meeting.

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

Article 58 For a general meeting convened by the Audit Committee or shareholders on their own initiative, the Board and the secretary to the Board shall cooperate. The Board shall provide the register of shareholders as of the record date.

Article 59 For a general meeting convened by the Audit Committee or shareholders on their own initiative, the necessary expenses incurred for the meeting shall be borne by the Company.

Section 5 Proposals and Notices of General Meetings

Article 60 The contents of a proposal shall be within the scope of the duties and powers of the general meeting, have definite themes and specific matters for resolutions, as well as in compliance with the relevant requirements of the laws, administrative regulations and the Articles of Association.

Article 61 The Board, the Audit Committee, and shareholder(s) individually or jointly holding 1% or more of the Company's shares shall have the right to submit to the Company proposed motions at a general meeting of the Company.

The shareholder(s) individually or jointly holding 1% or more of the Company's shares may propose extra motions in writing to the convenor of a general meeting 10 days prior to the meeting. The convenor shall issue a supplementary notice of the general meeting and announce the contents of such extra proposed motions within 2 days after receipt thereof and submit the temporary proposal to the general meeting for review, except for any proposal that violates the provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, or any proposal that falls outside the purview of the general meeting.

Except for the circumstances specified in the preceding paragraph, the convenor of a general meeting shall not amend the proposed motions set out in the notice of the meeting or add any new proposals subsequent to the issue of the notice of the general meeting.

Proposals which are not specified in the notice of the general meeting or which do not comply with Articles of Association hereof shall not be voted on and resolved at the general meeting.

Article 62 An announcement of an annual general meeting shall be given by the convenor to all shareholders 20 days before the meeting is held and an announcement of an extraordinary general meeting shall be given to all shareholders 15 days before the meeting is held.

Article 63 Notice of general meeting shall include the following contents:

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

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

(3) an express statement that a shareholder is entitled to attend the general meeting, and to appoint proxy(ies) in writing to attend and vote on his/her behalf at the meeting, and that a proxy needs not be a shareholder of the Company;

(4) the record date on which shareholders have the right to attend the general meeting;

(5) the names and telephone numbers of permanent contact persons for the affairs of the meeting;

(6) time and procedures of the voting online or by any other means;

(7) other contents that shall be included in the notice stipulated in relevant laws, regulations, rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 64 Where a general meeting intends to discuss matters concerning the election of directors, the notice of the general meeting shall fully disclose detailed information regarding the director candidates, which shall at least include the following contents:

(1) personal information such as education background, work experience and concurrent post;

(2) whether the candidate is related to the Company or the Company's controlling shareholder and de facto controller;

(3) disclosure of the number of shares held in the Company;

(4) whether they have been subject to any penalties by the CSRC and other relevant departments or disciplinary sanctions by the stock exchange;

(5) whether there are any circumstances under which they are prohibited from serving as a director as prescribed by laws, regulations, rules, normative documents, and the securities regulatory rules of the place where the Company's shares are listed;

(6) other contents that should be included as prescribed by relevant laws, regulations, rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Except for the election of directors via a cumulative voting system, each director candidate shall be proposed by way of a separate resolution.

Article 65 After a notice of general meeting is given, the general meeting shall not be postponed or cancelled, and the proposals set out in the notice of general meeting shall not be cancelled without due reason. In the event that the meeting is postponed or cancelled, the convenor shall make an announcement and explain the reasons at least 2 working days prior to the scheduled meeting date.

Section 6 Conducting the General Meeting

Article 66 The Board and other convenors of the Company shall take necessary measures to ensure the proper order of the general meeting. Any acts which interfere with the general meeting, pick quarrels and provoke troubles, or infringe upon the legal rights and interests of shareholders shall be stopped and immediately reported to the relevant authorities for investigation.

Article 67 All shareholders in the register as at the record date of registration of shareholdings or their proxies shall be entitled to attend the general meeting, and to exercise their speaking and voting rights pursuant to the relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, unless individual shareholders are required to abstain from voting on certain matters under the securities regulatory rules of the place where the Company's shares are listed.

A shareholder may attend, speak and vote at the general meeting in person or by proxy.

Article 68 An individual shareholder who attends the general meeting in person shall present his/her personal identity card or other valid documents or certificates that confirm his/her identity. A proxy who attends the meeting shall present his/her valid personal identity card or power of attorney of the shareholder.

A corporate shareholder shall attend the meeting by its legal representative or a proxy appointed by its legal representative. Where the legal representative attends the meeting, he/she shall produce his/her identity card and valid proof capable of certifying his/her capacity as a legal representative; where a proxy attends the meeting, the proxy shall produce his/her identity card and a written power of attorney lawfully issued by the legal representative of the corporate shareholder (or an authorization document issued by the board of directors or other decision-making bodies of the corporate shareholder) (except where the shareholder is a recognized clearing house or its nominee as defined by the relevant ordinances in force from time to time under Hong Kong law or the securities regulatory rules of the place where the Company's shares are listed). If such corporate shareholder has appointed a representative to attend any meeting, it shall be deemed to have attended in person.

If the shareholder is a recognized clearing house (or its nominee) as defined in the relevant regulations enacted from time to time in Hong Kong or the securities regulatory rules of the place where the Company's shares are listed, such shareholder may authorize its corporate representative or one or more persons as it deems fit to act as its proxy at any general meeting or meeting of creditors, provided, however, that if one or more person is authorized, the power of attorney shall specify the number and class of shares each of the said persons is authorized to represent. Persons so authorized may exercise rights on behalf of the said shareholder (without presenting shareholding certificates, notarized authorizations and/or further evidence indicating they are formally authorized), and shall enjoy the same statutory rights as other shareholders, including the rights to speak and vote, as if they were individual shareholders of the Company.

Article 69 The power of attorney issued by shareholders to appoint proxies to attend the general meeting shall contain the following information:

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

(2) name or title of the proxy;

(3) specific instructions from the shareholder, including instructions to vote for, against, or abstain from voting on each matter to be considered on the agenda of the general meeting;

(4) the date of issue and validity period of the power of attorney;

(5) the signature (or seal) of the principal. If the principal is a corporate shareholder, the corporate seal shall be affixed; if an overseas corporate shareholder does not have an official seal, it may be signed by a lawfully authorized person.

Article 70 A proxy form shall be kept at the Company's premises or at such other place as may be specified in the notice convening the meeting, before the holding of the relevant meeting at which the votes are to be cast pursuant to the proxy form. Where a power of attorney for proxy voting is signed by another person authorized by the principal, the power of attorney or other authorization documents authorizing such signature shall be notarized. The notarized power of attorney or other authorization documents, together with the power of attorney for proxy voting, shall be deposited at the domicile of the Company or such other place as specified in the notice convening the meeting.

Article 71 The meeting register of attendees shall be prepared by the Company, and shall, amongst other matters, contain the names (or corporate names) of the attendees, their identity card numbers, the number of voting shares held or represented by them, and the names (or corporate names) of the principal.

Article 72 The convenor and the lawyer appointed by the Company shall jointly verify the legality of the shareholders' qualifications based on the register of members provided by the securities registration and clearing institution, and shall register the names (or titles) of the shareholders as well as the amount of their voting shares. The registration of the meeting shall end before the chairperson of the meeting announces the number of shareholders and proxies physically present at the meeting and the total number of voting shares held by them.

Article 73 If the general meeting requests the attendance of directors and senior management, the directors and senior management shall attend the meeting and accept the enquiry of shareholders.

Article 74 The general meeting shall be presided over by the chairman of the Board. Where the chairman of the Board is unable to discharge the duty or will not discharge the duty, one-half or more of the directors shall jointly designate a director to preside over the meeting.

If a general meeting is convened by the Audit Committee, the convenor of the Audit Committee shall preside over the meeting. If the convenor of the Audit Committee is unable to discharge the duty or will not discharge the duty, more than one half of the members of the Audit Committee shall jointly designate a member of the Audit Committee to preside over the meeting.

If a general meeting is convened by the shareholders themselves, it shall be presided over by the convenor or a representative nominated by the convenor.

At a general meeting, if the chairman of the meeting contravenes the meeting procedures, making the general meeting impossible to proceed, with consent from more than one half of shareholders present at the meeting with voting rights, a person may be nominated at the general meeting to serve as the chairman of the meeting and continue with the meeting.

Article 75 The Company shall formulate the Rules of Procedures for General Meetings, which specify the convening, holding and voting procedures of the general meeting, including notice, registration, consideration of proposal, voting, counting of votes, announcement of voting results, formation of resolutions of the meeting, minutes of the meeting and signing thereof, announcement as well as the principle of authorization of the general meeting to the Board. The content of authorization shall be clear and specific. The Rules of Procedures for General Meetings shall be annexed to the Articles of Association and shall be prepared by the Board and approved by the general meeting.

Article 76 At the annual general meeting, the Board shall report to the general meeting on the work it has undertaken over the past year. Every independent director shall also make his/her work report.

Article 77 Directors and senior management members shall make explanations in relation to the inquiries and suggestions made by shareholders at general meetings.

Article 78 The chairperson of the meeting shall, prior to voting, announce the number of shareholders and proxies physically present at the meeting and the total number of voting shares held by them. The number of shareholders and proxies physically present at the meeting and the total number of voting shares held by them shall be based on the registration of the meeting.

Article 79 The general meeting shall have minutes, which shall be taken by the secretary to the Board. The minutes of the meeting shall specify:

(1) the date, venue and agenda of the meeting, and the name of the convenor;

(2) the names of the chairperson of the meeting and the directors and senior management members attending or present at the meeting;

(3) the number of shareholders and proxies attending the meeting, the total number of voting shares they hold and the proportion of these shares to the total number of shares of the Company;

(4) the process of discussion in respect of each proposal, highlights of speeches and the voting results;

(5) the inquiries or suggestions of the shareholders, and the corresponding responses or explanations;

(6) the names of the lawyer(s), the teller(s) and scrutineer(s);

(7) other content that shall be recorded in the minutes of the meeting in accordance with the Articles of Association.

Article 80 The convenor shall ensure that the minutes of the meeting are truthful, accurate and complete. Directors attending or present at the meeting, the secretary to the Board, the convenor or his/her representative, the chairperson of the meeting and the recorder shall sign on the minutes of the meeting. The minutes of the meeting shall be kept with the attendance record of shareholders present at the venue, proxy forms and valid information relating to the voting over network or by other means for 10 years.

Article 81 The convenor shall ensure that the general meeting does not end until a final resolution is made. If the general meeting is adjourned or no resolution can be made for special reasons such as force majeure, necessary measures shall be taken to resume the general meeting as soon as possible or the meeting shall be terminated directly, with prompt public announcement. Meanwhile, the convenor shall report to the local office of the CSRC in the location of the Company and the stock exchange.

Section 7 Voting and Resolution at the General Meeting

Article 82 Resolutions of a general meeting are classified as ordinary resolutions and special resolutions.

To adopt an ordinary resolution, more than half of the votes represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution.

To adopt a special resolution, two-thirds or more of the votes represented by the shareholders (including proxies) present at the meeting must be cast in favor of the resolution.

Article 83 The following matters shall be resolved by ordinary resolutions at a general meeting:

(1) the work reports of the Board of Directors;

(2) any plans formulated by the Board of Directors for distribution of profits and for making up losses;

(3) any appointment or removal of members of the Board of Directors, and their remuneration and manner of payment thereof;

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

Article 84 The following matters shall be resolved by special resolutions at a general meeting:

(1) an increase in or a reduction of the Company's registered capital;

(2) any merger, division, spin-off, change of corporate form, dissolution and liquidation (including voluntary winding-up) of the Company;

(3) any amendment to the Articles of Association;

(4) the purchase or disposal of material assets or provision of guarantee by the Company within a year of a value exceeding 30% of the Company's latest audited total assets;

(5) the equity incentive scheme;

(6) any other matters prescribed by the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, and those approved as an ordinary resolution at a general meeting that may have material impact on the Company and are required to be approved by a special resolution.

If the share capital of the Company contains different classes of shares, any alteration made to the rights attached to any shares of such class shall be approved by shareholders attending general meetings of such class of shares with voting rights by special resolutions unless otherwise required. For the purpose of this Article, A Shares and H Shares of the Company shall be deemed as same class of shares.

Article 85 Shareholders (including proxies) exercise their voting rights in accordance with the number of shares with voting rights represented by them, and each share entitles the shareholder one vote. Shareholders (including proxies) with two or more votes need not cast all of his/her/its votes for or against a resolution or abstain from voting in respect of all such votes.

Where any major matter that has an impact on the interests of minority investors is considered at a general meeting, the votes cast by minority investors shall be counted separately. The results of the separate counting shall be disclosed to the public in a timely manner.

Shares of the Company held by the Company shall carry no voting rights, and be excluded from the total number of voting shares at a general meeting.

Shareholders, who purchase the voting shares of the Company in violation of provisions of the first and the second paragraphs of Article 63 of the Securities Law, shall not exercise the voting rights of the shares that exceed the prescribed ratio within 36 months after such purchase, and such shares shall not be counted among the total number of voting shares at a general meeting.

The Board of Directors, an independent director, a shareholder holding 1% or more of voting shares of the Company or an investor protection institution formed in accordance with laws, administrative regulations, or the rules of the CSRC may publicly solicit proxies. In proxy solicitation, the voting intention and other relevant information shall be fully disclosed to the shareholders from whom proxy is solicited. The solicitation of shareholders' voting rights in a paid or disguisedly paid manner shall be prohibited. The Company may not impose any minimum shareholding percentage requirement for proxy solicitation, except under statutory conditions.

Article 86 When the general meeting considers matters relating to a related party transaction, the related shareholders may attend the general meeting and present their views to the attending shareholders in accordance with the procedures of the general meeting but shall not participate in the vote and the number of voting shares represented by them shall not be counted toward the total number of valid voting shares. The announcement of the resolutions of the general meeting shall adequately disclose information relating to voting by non-related shareholders.

The chairperson of the meeting shall, prior to any proposal on related party transactions is considered at the general meeting, inform related shareholders that they are not entitled to vote on the proposal, and shall announce the number of shareholders and proxies attending the on-site meeting excluding the related shareholders, as well as the total number of voting shares held by them.

The votes cast by any related shareholder on related party transactions in violation of this Article shall be invalid.

Resolutions passed at a general meeting regarding related party transaction matters must be approved by more than half of the voting rights held by the non-related shareholders attending the general meeting to be valid. However, where such related party transaction matter involves any matter prescribed under Article 84 of the Articles of Association, the resolution of the general meeting must be approved by two-thirds or more of the voting rights held by the non-related shareholders attending the general meeting to be valid.

Article 87 Unless the Company is in a crisis or any special circumstance, the Company shall not, without the approval of the general meeting by way of special resolution, enter into any contract with anyone other than a director or senior management member to have all or significant part of the Company's business in the care of such person.

Article 88 List of candidates for directors shall be submitted by way of proposal to the general meetings for voting. The methods and procedures for nominating directors are as follows:

(1) The Board, or shareholders who individually or jointly hold 3% or more of the shares in the Company, may nominate candidates for non-independent directors to the Board. After soliciting opinions from the nominees and reviewing their qualifications, the Board shall submit the nominations to the general meeting for election;

(2) The methods and procedures for nominating independent directors shall be implemented in accordance with the relevant provisions of laws, administrative regulations, and departmental rules.

Article 89 When the general meeting votes on the election of directors, if the number of directors to be elected is more than one, the cumulative voting system shall be implemented.

Cumulative voting system mentioned in the preceding paragraph means that when directors are being elected at a general meeting, each share shall carry the same number of voting rights as the number of directors to be elected, and the shareholders' voting rights may be used in a concentrated manner. The Board shall make an announcement to the shareholders concerning the biographies and general information of the candidates for directors.

The principles below shall be followed for voting at a general meeting under the cumulative voting system:

(1) the number of director candidates can be larger than the number of directors to be elected at the general meeting, but the number of candidates voted by each shareholder cannot exceed the number of directors to be elected at the general meeting. The summation of allocated votes cannot exceed the number of votes owned by shareholders; otherwise, the votes shall be invalided;

(2) voting for independent directors and non-independent directors shall be carried out separately. For the election of independent directors, the number of votes each shareholder is entitled to shall be equal to the number of shares held by the shareholder multiplied by the number of independent directors to be elected, and such votes must be cast only for the candidates for the role of the Company's independent directors; for the election of non-independent directors, the number of votes each shareholder is entitled to shall be equal to the number of shares held by the shareholder multiplied by the number of non-independent directors to be elected, and such votes must be cast only for the candidates for the role of the Company's non-independent directors;

(3) the candidates to be finally elected as directors shall be determined in order of the number of votes received, but the minimum number of votes for each elected candidate must exceed half of the total number of shares held by the shareholders (including shareholder proxies) attending the general meeting. If the number of directors elected falls short of the number proposed by the general meeting, a second vote shall be conducted for all candidates for directors who did not receive enough votes to fill the vacancies. If the shortfall is still not eliminated, the Company shall hold a supplementary election at the next general meeting. If two or more candidates for directors receive the same number of votes, but due to the limited number of positions available, only some of them can be elected, a separate second vote shall be conducted for the candidates for directors who received the same number of votes.

Article 90 Except for the election of directors where a cumulative voting system applies, the general meeting shall vote on all the proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is adjourned or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be put aside nor declined to be put to a vote at the general meeting.

Article 91 When considering a proposal, the general meeting shall not revise it; if an amendment is made, it shall be deemed as a new proposal and may not be voted on during the current general meeting.

Article 92 The same vote may only be cast once at the location of a general meeting, or by online voting or other means. Where the same vote is cast for two or more times, the first cast shall hold.

Article 93 General meetings shall adopt voting by registered ballot.

Article 94 Before proposals are voted on at the general meeting, two shareholders' representatives shall be appointed to count, and monitor counting of, the votes. Where any shareholder has interests in any issue considered, the said shareholder or proxy thereof shall not participate in the counting of votes and the monitoring of vote counting.

When proposals are voted on at the general meeting, the lawyers and shareholders' representatives shall be jointly responsible for the counting of votes and the monitoring of vote counting and shall announce the voting results on the spot, and the relevant voting results shall be recorded in the meeting minutes.

Shareholders or their proxies voting through the Internet or otherwise shall have the right to check their own votes cast through the relevant voting system.

Article 95 An on-site general meeting shall not end earlier than the one held over the Internet or by other methods. The chairperson of the meeting shall declare the information and results of voting on each proposal and whether such proposal has been adopted accordingly.

Before the formal declaration of the voting results, the parties involved in the voting on the spot, through the Internet and by other means, including the Company, teller(s), scrutineer(s), shareholders, and network service providers, shall have the obligation to keep confidential the information related to the voting.

Article 96 A shareholder attending any general meeting shall cast one of the following votes on a proposal submitted for voting: for, against, or abstention, except where a securities registration and clearing institution (as the nominal holder of the shares under the Shenzhen-Hong Kong Stock Connect) or a recognized clearing house or its nominee as defined in the relevant regulations in force from time to time under Hong Kong laws or the securities regulatory rules of the place where the Company's shares are listed (as the nominal holder) makes a declaration in accordance with the intentions of the actual holders.

In the event of any vote that is uncompleted, erroneously completed or illegible, or fails to be cast, the voter shall be deemed to have waived his/her voting right, and the votes for the shares held by him/her shall be counted as "abstention".

Article 97 If the chairperson of the meeting has any doubt as to the voting result of any resolution which has been put to vote at the meeting, he/she may request the votes cast to be counted. If the chairperson of the meeting does not request the votes to be counted, any shareholder attending the meeting in person or by proxy shall have the right to request the votes to be counted immediately after the voting result is declared by the chairperson of the meeting if such shareholder objects to the voting result; in such case, the chairperson of the meeting shall immediately have the votes counted.

Article 98 The resolutions of the general meeting shall be promptly announced. The announcement shall specify the number of shareholders and proxies who attended, the total number of voting shares held by those shareholders and the percentage of the Company's total number of voting shares accounted for by those shares, the voting method, the result of the voting on each motion and the details of each resolution passed.

Article 99 Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, a special note shall be made in the announcement of the resolutions of the general meeting.

Article 100 Where a resolution regarding the election of directors is passed at a general meeting, the newly appointed directors shall take office immediately upon the conclusion of the meeting or in accordance with the time specified in the resolution of the general meeting.

Article 101 Where a proposal regarding a cash dividend, bonus shares, or the capitalization of capital reserve is passed at a general meeting, the Company shall implement the specific plan within 2 months upon the conclusion of the general meeting. If the specific plan cannot be implemented within 2 months due to the provisions of laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, the implementation date of the specific plan may be adjusted accordingly in accordance with such provisions and the actual circumstances.

CHAPTER V BOARD OF DIRECTORS

Section 1 Directors

Article 102 Directors of the Company shall be natural persons. The following person may not serve as a director of the Company:

(1) he/she has no capacity for civil conduct or has limited capacity for civil conduct;

(2) he/she has been sentenced for corruption, bribery, misappropriation of property, embezzlement of property, or disruption of the socialist market economic order, or has been deprived of political rights for committing a crime, and 5 years have not elapsed since the completion of the sentence, or, in the case of a suspended sentence, 2 years have not elapsed since the expiration of the suspension period;

(3) he/she served as a director, factory director, or manager of a company or enterprise undergoing bankruptcy liquidation and was personally liable for the bankruptcy, and 3 years have not elapsed since the completion of such bankruptcy liquidation;

(4) he/she served as the legal representative of a company or enterprise whose business license has been revoked or that has been ordered to close due to violations of laws, and was personally liable for such circumstances, and 3 years have not elapsed since the date of such revocation or closure;

(5) he/she has been listed by the people's court as a dishonest judgment debtor due to failure to repay significant personal debts upon maturity;

(6) he/she has been prohibited from entering into the securities market by the CSRC, and the period has not elapsed;

(7) he/she has been subject to administrative penalties by the CSRC within the past three years;

(8) he/she has been publicly censured or criticized by way of announcement three times or more by any stock exchange within the past three years;

(9) he/she has been publicly identified by any stock exchange as unsuitable to serve as a director or senior management member of a listed company, and the period has not elapsed;

(10) he/she is unable to ensure that sufficient time and energy will be dedicated to the affairs of the Company during his/her tenure to earnestly perform all duties required of a director;

(11) other circumstances as prescribed by laws, administrative regulations, departmental rules or the securities regulatory rules of the place where the Company's shares are listed.

The director candidate shall report to the Board as to whether he/she has been subject to any of the circumstances mentioned above at the earliest opportunity upon knowing or being reasonably expected to know that he/she has been nominated as a director candidate.

Any election, appointment, or engagement of a director in violation of this Article shall be invalid. If any of the circumstances stated in this Article arises during a director's term of office, the Company shall remove such director from office and terminate his/her performance of duties.

Article 103 Directors shall be elected or replaced at the general meeting and may be removed from their office by the general meeting prior to expiration of the term of office. A director shall serve a term of three years and may serve a consecutive term if re-elected upon expiration of their term of office.

A director's term of service commences from the date he/she takes office, until the current term of service of the Board ends. A director shall continue to perform his/her duties as a director in accordance with the laws, administrative regulations, departmental rules and the Articles of Association until a re-elected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office.

A director may serve concurrently as senior management, but the total number of directors serving concurrently as senior management and employee representative directors shall not be more than half of the directors of the Company.

The Board of the Company shall include 1 employee representative director, who shall be elected by the Company's employees at an employee representative meeting, employee meeting or through other means of democratic election, not subject to consideration and approval at a general meeting.

Article 104 Directors shall abide by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, bear a fiduciary duty to the Company and 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.

The directors shall fulfill the following obligations of loyalty to the Company:

(1) not to misappropriate the Company's properties or divert the funds of the Company;

(2) not to deposit any funds of the Company in an account opened in their names or in the names of others;

(3) not to take advantage of their functions and powers to accept bribes or other unlawful income;

(4) not to enter into any contract or conduct any transaction, directly or indirectly, with the Company without reporting to the Board or the general meeting and obtaining approval through resolutions by the Board or the general meeting as stipulated in the Articles of Association;

(5) not to take advantage of their positions to seek any business opportunities that are due to the Company for themselves or others, unless such business opportunities have been reported to the Board or the general meeting and approved by resolutions of the general meeting or the Company is unable to make use of such business opportunities pursuant to laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association;

(6) not to conduct any businesses similar to those of the Company for themselves or others without reporting to the Board or the general meeting and obtaining approval through resolutions by the general meeting;

(7) not to take any commission for any transaction between other parties and the Company as their own;

(8) not to disclose any secret of the Company without authorization;

(9) not to use his/her connected relationships to harm the interests of the Company;

(10) to fulfill other duties of loyalty stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Directors' income derived from violation of this Article shall belong to the Company; and directors shall be liable to compensate any loss incurred to the Company.

Close relatives of directors and senior management members, enterprises directly or indirectly controlled by directors, senior management members or their close relatives, and other related persons having additional affiliations with directors or senior management members shall, when entering into contracts or conducting transactions with the Company, be subject to the provisions of item (4) of the second paragraph of this Article.

Article 105 The directors shall comply with the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association and shall diligently perform their obligations to the Company, and shall fulfill their obligations with reasonable care generally due to managers in the best interests of the Company.

A director has the following duties of diligence towards the Company:

(1) he/she shall be careful, serious and diligent in exercising his/her rights conferred by the Company, in order to ensure that the business activities of the Company comply with the laws, administrative regulations and various economic policies of the State; and that the business activities shall not exceed the scope of business specified by the business license;

(2) he/she shall treat all shareholders fairly;

(3) he/she shall understand the operation and management of the Company business in a timely manner;

(4) he/she shall sign written confirmation opinions on the periodic reports of the Company to ensure that the information disclosed by the Company is true, accurate, and complete;

(5) he/she shall truthfully supply relevant information to the Audit Committee, and not hinder the exercising of its duties by the Audit Committee;

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

Article 106 A director who fails to attend the meeting of the Board in person for two consecutive times and does not appoint other directors to attend the meeting shall be deemed unable to perform his/her duties and the Board shall recommend to the general meeting to replace him/her.

For any independent director who does not possess the qualifications or capacity of an independent director, fails to perform his/her duties independently, or fails to safeguard the legitimate rights and interests of the Company and minority investors, shareholders individually or in aggregate holding 1% or more of the shares in the Company may raise a query or submit a proposal for removal regarding such independent director to the Board of the Company. The independent director subject to such query shall explain the queried matters in a timely manner and disclose the same. The Board of the Company shall convene a special meeting for discussion in a timely manner after receiving the relevant query or proposal for removal, and disclose the results of the discussion.

Article 107 A director may resign prior to expiry of his/her tenure. A resigning director shall submit a written resignation report to the Company, and the resignation shall become effective on the date the Company receives the resignation report. The Company shall disclose the relevant information as soon as practicable (and in any event within 2 trading days). If the number of members of the Board of the Company shall fall below the statutory quorum as a result of the resignation of a director, the said director shall continue fulfilling the duties as director pursuant to laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association until a new director is elected.

Article 108 When a director's resignation comes into effect or his/her term of service expires, the director shall complete all transfer procedures with the Board. His/her fiduciary duties towards the Company and the shareholders do not necessarily cease after the end of his/her term of service. His/her obligations to maintain the confidentiality of the Company's trade secrets, including core technologies, shall remain valid until such trade secrets become public information, and he/she shall not utilize the core technologies of the Company in his/her possession to engage in businesses identical or similar to those of the Company. The duration of other continuous obligations shall be no less than two years.

Article 109 The general meeting may, by ordinary resolution, remove a director before the expiry of such director's term of office, with the removal taking effect on the date the resolution is passed; provided, however, that such removal shall not prejudice any right to damages that the director may have under any contract.

The removal of a director prior to the expiration of his/her term of office shall not affect such director's claim for damages pursuant to any contract.

Article 110 Unless authorized by the Articles of Association or by a lawful authorization of the Board, no director may act in the name of the Company or the Board in his/her personal capacity. When a director acts in his/her personal capacity and a third party could reasonably believe that the director is acting on behalf of the Company or the Board, the director shall declare his/her position and capacity in advance.

Article 111 If a director causes damages to others in performing duties for the Company, the Company shall be liable for compensation; and if such damages are out of the intent or gross negligence of the director, he/she shall also be liable for compensation.

A director who violates laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association and causes losses to the Company in performing duties of the Company shall be liable for compensation.

If, without the approval of the Board or the general meeting, a director provides guarantee for others with the Company's property without authorization, the Board shall recommend to the general meeting that he/she be replaced; and if the Company suffers any loss as a result of such a guarantee, the director concerned shall be liable for compensation.

Section 2 Board of Directors

Article 112 The Company establishes the Board of Directors, which consists of 11 directors, including 1 chairman. The chairman shall be elected by the Board with a majority vote of all directors. Independent directors shall account for no less than one-third of Board members.

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

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

(2) to implement resolutions of the general meeting;

(3) to decide on the Company's operating plans and investment scheme;

(4) to formulate the Company's profit distribution proposals and plans for making up losses;

(5) to formulate the Company's proposals for the increase or reduction of the registered capital, or for the issuance of debentures or other securities and listing plans;

(6) to formulate proposals for the Company's material acquisition, purchase of Company's shares, or plans for merger, division, dissolution of the Company and change of corporate form;

(7) to decide on the establishment of the Company's internal management structure;

(8) to determine the appointment or dismissal of the general manager, secretary to the Board and other senior management of the Company, and to decide the matters on their remuneration and rewards as well as penalties; to determine the appointment or dismissal of other senior management of the Company according to the nominations by the general manager, and to decide the matters on their remuneration, rewards and penalties;

(9) to set up the basic management system of the Company;

(10) to decide on matters such as foreign investment, acquisition and sale of assets, pledge of assets, external guarantee matters, entrusted wealth management, related party transactions and external donations within the authorization of the general meeting;

(11) to formulate proposals for any amendment of the Articles of Association;

(12) to manage corporate disclosure matters;

(13) to propose to the general meeting to appoint or replace the accounting firm performing the audit of the Company;

(14) to receive reports on the work of the Company general manager and check the general manager's work;

(15) to decide to purchase Company's shares due to the circumstances specified in items (3), (5) and (6) under Article 25 of the Articles of Association;

(16) to exercise such other functions and powers as conferred by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association or general meetings.

The functions and powers specified in items (1) to (9) in the preceding paragraph shall be exercised collectively by the Board, and shall not be delegated to be exercised by others, nor be modified or deprived by means of the Articles of Association or the resolutions of the general meeting.

For other functions and powers of the Board as stipulated in the Articles of Association, major business and matters shall be subject to approval upon collective decision-making, and shall not be delegated to a single director or several directors to make decisions individually.

The Board of Directors may authorize its members to exercise certain functions and powers other than those mentioned in the preceding two paragraphs during the intersessional period, but the authorization content must be clear and specific.

The chairman of the Board shall strictly implement the collective decision-making mechanism of the Board of Directors, and shall not substitute personal opinions for the decision-making of the Board of Directors or affect the independent decision-making of other directors.

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

Article 114 The Board of Directors shall provide an explanation to the general meeting regarding any non-standard audit opinion issued by the certified public accountant on the Company's financial reports.

Article 115 The Board of Directors shall establish rules of procedure for the Board to ensure the implementation of resolutions of the general meeting, enhance work efficiency and guarantee scientific decision-making.

Such rules of procedure shall form an annex to the Articles of Association, be drafted by the Board and approved by the general meeting.

Article 116 Unless otherwise specified in the Articles of Association, matters such as external investments, acquisition or disposal of assets, asset mortgage and pledge, entrusted wealth management, related party transactions, external donations, and debt financing by the Company that meet the following criteria shall be submitted to the Board of Directors for consideration:

(1) External investments (including entrusted wealth management and investments in subsidiaries), asset mortgages or pledges made by the Company that meet any of the following criteria:

1. the total assets involved in the transaction account for 10% or more of the latest audited total assets of the Company; if the total assets involved in the transaction carry both book value and appraised value, the higher shall prevail;

2. the operating revenue attributable to the transaction subject (such as equity interests) for the latest accounting year accounts for 10% or more of the Company's audited operating revenue for the latest accounting year, and the absolute amount exceeds RMB5 million;

3. the net profit attributable to the transaction subject (such as equity interests) for the latest accounting year accounts for 10% or more of the Company's audited net profit for the latest accounting year, and the absolute amount exceeds RMB1 million;

4. the transaction amount (including the assumption of liabilities and expenses) accounts for 10% or more of the Company's latest audited net assets, and the absolute amount exceeds RMB5 million;

5. the profit generated from the transaction accounts for 10% or more of the Company's audited net profit for the latest accounting year, and the absolute amount exceeds RMB1 million.

(2) The acquisition or disposal of assets by the Company within twelve consecutive months, which on a cumulative basis calculated by the type of transactions (with the higher of the total assets and the transaction amount as the basis of calculation) reaches 10% of the latest audited total assets;

(3) The related party transaction entered into between the Company and related person(s) (except for cash assets gifted to the Company and provision of guarantees) where the amount meets the following criteria:

1. related party transaction entered into between the Company and related natural person(s) with a transaction amount of RMB300,000 or more;

2. related party transaction entered into between the Company and related legal person(s) with a transaction amount of RMB3 million or more, and accounting for 0.5% or more of the Company's latest audited net assets.

(4) Other external guarantees provided by the Company, excluding those that are subject to consideration and approval by the general meeting as prescribed in Article 49 of the Articles of Association.

Any external guarantee matters subject to the approval of the Board of Directors must be passed by more than half of all directors of the Company, and a resolution shall only be made upon approval by two-thirds or more of the directors present at the Board meeting.

(5) Other transactions entered into by the Company where a single transaction amount accounts for 10% or more of the audited net asset value of the Company in the most recent fiscal year, and the absolute amount exceeds RMB5 million. The Board of Directors may, by way of a board resolution, authorize the management to exercise part of the powers within such scope.

(6) Other matters prescribed by laws, administrative regulations, departmental rules, normative documents, rules of the stock exchange, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association that are subject to consideration and approval by the Board of Directors.

Unless otherwise specified, where the Company enters into similar transactions related to the subject matter within twelve consecutive months, the above provisions shall apply on a cumulative basis. Transactions that have already fulfilled the relevant consideration procedures in accordance with the above provisions shall no longer be included in the scope of cumulative calculation. If the data involved in the above indicators is a negative value, it shall be calculated based on its absolute value.

The Board of Directors shall establish strict review and decision-making procedures. Matters exceeding the decision-making authority of the Board of Directors must be reported to the general meeting for approval. For major investment projects, relevant experts and professionals shall be organized to conduct evaluations.

Where laws, regulations, or normative documents provide otherwise regarding the approval authority for the above matters, such provisions of the laws, regulations, or normative documents shall prevail.

Other matters concerning external investments, acquisitions or disposals of assets, asset mortgages, external guarantees, entrusted wealth management, and related party transactions that do not require consideration by the Board of Directors or the general meeting shall be decided by the chairman of the Board, except for those that cannot be authorized under relevant laws, regulations, normative documents such as the Company Law, and the securities regulatory rules of the place where the Company's shares are listed.

Article 117 The chairman of the Board shall exercise the following functions and powers:

(1) to chair the general meetings and convene and chair the Board meetings;

(2) to supervise and inspect the implementation of resolutions passed by the Board;

(3) to decide on related party transactions between the Company and related natural persons involving an amount of less than RMB300,000, or between the Company and related legal persons involving an amount of less than RMB3 million or less than 0.5% of the absolute value of the Company's latest audited net assets;

(4) to exercise other functions and powers conferred by the Board of Directors.

The chairman of the Board shall not engage in any conduct that exceeds the scope of his/her functions and powers.

When exercising powers within the scope of his/her functions and powers (including authorization), if the chairman of the Board encounters matters that may have a material impact on the Company's operations, he/she shall make prudent decisions and, where necessary, submit such matters to the Board for collective decision-making.

The chairman of the Board shall promptly inform all directors of the implementation status of authorized matters.

Article 118 Where the chairman of the Board is unable or fails to perform his/her duties, a director shall be co-elected by not less than half of the directors to perform such duties.

Article 119 The Board of Directors shall hold at least four regular meetings each year on a roughly quarterly basis and such meetings shall be convened by the chairman. Notice of a Board meeting shall be given to all directors at least 14 days in advance.

Article 120 An extraordinary Board meeting may be proposed to be convened if proposed by shareholders representing one-tenth or more of the voting rights, one-third or more of the directors, the Audit Committee, one-half or more of the independent directors, or the chairman of the Board when deemed necessary. The chairman of the Board shall convene and preside over a Board meeting within 10 days upon receiving such proposal.

Article 121 The notice method and notice time limit for convening an extraordinary Board meeting are as follows: written notice shall be issued 3 days prior to the meeting; provided that in case of an emergency, a meeting may be convened at any time by oral, telephone, or other means of notice.

Article 122 The notice of a Board meeting shall include the following:

(1) the date and venue of the meeting;

(2) the duration of the meeting;

(3) the reason for convening the meeting and the agenda items;

(4) the date on which the notice is issued.

Article 123 Meetings of the Board shall be held in the presence of more than half of the directors, unless otherwise provided in the Articles of Association.

Except as otherwise provided in the Articles of Association, resolutions made by the Board of Directors must be passed by more than half of all directors.

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

Article 124 A director who has a related party relationship with any enterprise or individual involved in a matter to be resolved at a Board meeting shall promptly report such relationship in writing to the Board. Such director with related party relationship may not vote on the resolution nor act as proxy for any other director. The Board meeting may be held if more than half of the directors without a related party relationship are present, and the resolution shall be adopted by more than half of the directors without a related party relationship. If fewer than 3 directors without a related party relationship are present at the Board meeting, the matter shall be submitted to the general meeting for consideration.

Article 125 The voting method for resolutions of the Board shall be: unless more than half of the directors present at the meeting agree to vote by a show of hands, the Board shall vote in writing.

An extraordinary Board meeting may, provided that directors are ensured to fully express their opinions, be held by written means (including delivering meeting materials by hand, mail, fax, email, etc.) or by teleconference (or with the aid of similar communication equipment) in lieu of an on-site meeting. The secretary to the Board shall draft the resolutions of the Board after the meeting and submit them to the attending directors for signature.

Article 126 The directors shall attend the Board meetings in person. Any director who cannot attend for reasons may entrust another director in writing to attend. The power of attorney shall specify the name of the agent, the matters to be represented, the scope of authorization, and the period of validity, and shall be signed or stamped by the principal. The principal shall clearly express his/her opinion in the power of attorney to vote for, against, or abstain from voting on each matter. A director shall not make or accept any appointment with no voting intention, blanket appointment, or appointment with an unclear scope of authorization. A director attending the meeting on behalf of another director shall exercise the rights of directors within the scope of authorization. A director who fails to attend a Board meeting in person and does not appoint a proxy to attend on his/her behalf shall be deemed to have abstained from voting at such meeting.

A director shall not accept appointments from more than two directors to attend a Board meeting as proxy on their behalf at the same meeting.

Article 127 The Board of Directors shall keep minutes of the decisions made on the matters discussed at the meeting. The directors, the secretary to the Board and the minutes taker present at the meeting shall sign the minutes. Directors shall have the right to request that an explanatory record of their statements made at the meeting be made in the minutes.

Minutes of Board meetings shall be preserved as Company archives for a term of 10 years.

Article 128 The minutes of Board meetings shall include the following content:

(1) the date and venue of the meeting, and the name of the convenor;

(2) the names of directors present and the names of directors (proxies) attending on behalf of others;

(3) the meeting agenda;

(4) the main points of directors' statements;

(5) the voting method and outcome for each resolution (the voting results shall specify the number of affirmative, negative, and abstention votes).

Article 129 Directors shall be held responsible for the resolutions of the Board of Directors. Where a resolution of the Board violates laws, administrative regulations or these Articles, or resolutions of the general meeting, causing severe losses to the Company, the directors who participated in the resolution shall be liable to indemnify the Company. However, if it is proven that a director expressed dissent during voting and such dissent was recorded in the minutes, that director may be exempted from liability.

Where the Board makes a resolution on external guarantee matters in violation of the provisions of these Articles regarding approval authority and deliberation procedures for external guarantees, the Audit Committee shall recommend to the general meeting that the directors who voted in favor at the Board meeting be replaced; where losses are caused to the Company as a result, the directors who voted in favor at the Board meeting shall be jointly and severally liable to indemnify the Company.

Section 3 Independent Directors

Article 130 Independent directors shall diligently perform their duties in accordance with laws, administrative regulations, the provisions of the CSRC, the Shenzhen Stock Exchange, the securities regulatory rules of the place where the Company's shares are listed, and these Articles, playing roles in participation in decision-making, checks and balances, and professional advice within the Board of Directors, safeguarding the overall interests of the Company, and protecting the legitimate rights and interests of minority shareholders.

Article 131 Independent directors must maintain independence. The following persons shall not serve as independent directors:

(1) persons working for the Company or its affiliated enterprises, and their spouses, parents, children, and primary social contacts;

(2) persons directly or indirectly holding one percent or more of the Company's issued shares, or natural person shareholders ranked among the top ten shareholders of the Company, and their spouses, parents, and children;

(3) persons working for shareholders directly or indirectly holding five percent or more of the Company's issued shares or shareholders ranked among the top five shareholders of the Company, and their spouses, parents, and children;

(4) persons working for affiliated enterprises of the Company's controlling shareholder or de facto controller, and their spouses, parents, and children;

(5) persons having major business dealings with the Company and its controlling shareholder, de facto controller, or their respective affiliated enterprises, or persons working for entities having such major business dealings and their controlling shareholders or de facto controllers;

(6) persons providing financial, legal, advisory, sponsorship, or other services to the Company and its controlling shareholder, de facto controller, or their respective affiliated enterprises, including but not limited to all project team members, reviewers at various levels, signatories on reports, partners, directors, senior management members, and primary responsible persons of the intermediaries providing services;

(7) persons who fell under any of the circumstances listed in items (1) to (6) within the last twelve months;

(8) other persons deemed non-independent pursuant to laws, administrative regulations, provisions of the CSRC, trading rules of the Shenzhen Stock Exchange, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

The affiliated enterprises of the Company's controlling shareholder or de facto controller mentioned in items (4) to (6) of the preceding paragraph do not include enterprises controlled by the same state-owned assets regulatory institution as the Company that, according to relevant regulations, do not constitute a related party relationship with the Company.

Independent directors shall conduct an annual self-assessment of their independence and submit the assessment results to the Board of Directors. The Board of Directors shall annually assess the independence of serving independent directors and issue a specific opinion, which shall be disclosed together with the annual report.

Article 132 A person serving as an independent director of the Company shall meet the following conditions:

(1) possess the qualifications to serve as a director of a listed company according to laws, administrative regulations, and other relevant provisions;

(2) fulfill the independence requirements stipulated in the Articles of Association;

(3) possess basic knowledge of the operation of listed companies and be familiar with relevant laws, regulations, and rules;

(4) have at least five years of work experience in law, accounting, economics, or other areas necessary for the performance of independent director duties;

(5) have good personal integrity and no record of significant dishonesty or other negative records;

(6) other conditions as required under laws, administrative regulations, the CSRC, the Shenzhen Stock Exchange, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Article 133 As members of the Board of Directors, independent directors shall owe fiduciary duties and duties of diligence to the Company and its shareholders as a whole, and shall prudently fulfill the following duties:

(1) participate in the decision-making of the Board of Directors and express clear opinions on matters discussed;

(2) supervise potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors, and senior management to protect the legitimate rights and interests of minority shareholders;

(3) provide professional and objective advice on the operations and development of the Company and promote the enhancement of the decision-making level of the Board;

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

Article 134 An independent director shall exercise the following special functions and powers:

(1) independently engage intermediaries to audit, consult, or verify specific matters of the Company;

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

(3) propose the convening of Board meetings;

(4) publicly solicit shareholders' rights from shareholders in accordance with the law;

(5) express independent opinions on matters that may jeopardize the rights and interests of the Company or minority shareholders;

(6) exercise other functions and powers as stipulated by laws, administrative regulations, the CSRC, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

When an independent director exercises any of the functions and powers listed in items (1) to (3) in the preceding paragraph, such exercise shall be approved by a majority of all independent directors.

The Company shall disclose in a timely manner if an independent director exercises the functions and powers listed in the first paragraph. If the aforementioned functions and powers cannot be exercised properly, the Company shall disclose the specific circumstances and reasons thereof.

Article 135 The following matters shall be submitted to the Board of Directors for consideration only after obtaining the consent of a majority of all the Company's independent directors:

(1) Related party transactions requiring disclosure;

(2) Plans for the Company and relevant parties to amend or exempt themselves from commitments;

(3) Decisions made and measures taken by the board of directors of an acquired listed company in response to the acquisition;

(4) other matters as required under laws, administrative regulations, the CSRC, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Article 136 The Company shall establish a dedicated meeting mechanism participated in exclusively by independent directors. Where the Board of Directors deliberates on matters such as related party transactions, prior approval from the special meeting of independent directors shall be obtained.

The Company shall convene special meetings of independent directors regularly or irregularly. Matters listed in items (1) to (3) under the first paragraph of Article 134 and Article 135 of the Articles of Association shall be deliberated by the special meeting of independent directors.

The special meeting of independent directors may discuss other affairs of the Company as needed.

The special meeting of independent directors shall be convened and chaired by one independent director jointly nominated by a majority of the independent directors; if the convenor fails to or is unable to perform their duties, two or more independent directors may convene the meeting themselves and nominate one representative to chair it.

The special meeting of independent directors shall prepare minutes in accordance with relevant requirements, and the opinions of the independent directors shall be recorded in the minutes. Independent directors shall sign to confirm the minutes.

The Company shall provide convenience and support for the convening of special meetings of independent directors.

Section 4 Special Committees of the Board of Directors

Article 137 The Board of Directors of the Company has established an Audit Committee to exercise the powers and functions of the supervisory committee as stipulated in the Company Law and the securities regulatory rules of the place where the Company's shares are listed.

Article 138 The Audit Committee consists of at least three non-executive directors who do not hold senior management positions in the Company, of whom more than half shall be independent directors, with accounting professionals among the independent directors serving as convenors. At least one of the independent directors shall be equipped with appropriate professional qualifications stipulated in the securities regulatory rules of the place where the Company's shares are listed, or equivalent expertise in accounting or financial management.

Article 139 The Audit Committee is responsible for reviewing the Company's financial information and its disclosures, supervising and evaluating the internal and external audits and internal controls. The following matters shall be submitted to the Board of Directors for consideration after the approval by a majority of all members of the Audit Committee:

(1) disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports;

(2) appointment or dismissal of the accounting firm that undertakes the Company's auditing business;

(3) appointment or dismissal of the Company's chief financial officer;

(4) changes in accounting policies, accounting estimates or correction of material accounting errors for reasons other than changes in accounting standards;

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

Article 140 The Audit Committee shall hold at least one meeting every quarter, and may hold an extraordinary meeting when two or more members propose, or when the convenor deems it necessary. The quorum of the meeting of the Audit Committee requires the presence of two-thirds or more of its members.

Decisions made by the Audit Committee shall be approved by more than half of the members of the Audit Committee.

The voting on the resolution of the Audit Committee shall be made on a one-person-one-vote basis.

The Audit Committee shall prepare meeting minutes for its resolutions in accordance with the regulations, and the members of the Audit Committee attending the meeting shall sign on the meeting minutes.

The Board of Directors is responsible for formulating the working procedures of the Audit Committee.

Article 141 The Board of Directors of the Company has established the Strategy and ESG Committee and the Nomination and Remuneration Committee to perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors, and the proposals of these special committees shall be submitted to the Board of Directors for consideration. The Board of Directors shall be responsible for formulating the working procedures of the special committees.

More than half of the members of the Nomination and Remuneration Committee shall be independent directors, and the convenor shall be an independent director. The Nomination and Remuneration Committee shall have at least one director of a different gender from the others. However, if the relevant competent department of the State Council or the securities regulatory rules of the place where the Company's shares are listed provide otherwise regarding the convenor of the special committee, such provisions shall prevail.

Article 142 The Nomination and Remuneration Committee is responsible for formulating the standards and procedures for the selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications for office, formulating the evaluation criteria for directors and senior management and conducting the evaluation, preparing and reviewing the remuneration policies and schemes for directors and senior management such as the mechanism for determining the remuneration of directors and senior management, the decision-making process, and the arrangements for the payment, suspension of payment and clawback arrangements, and making recommendations to the Board of Directors on the following matters:

(1) nominating or removing directors;

(2) appointing or dismissing senior management;

(3) the remuneration of directors and senior management;

(4) formulating or changing the equity incentive scheme and employee share ownership scheme, granting of rights and benefits to the incentive participants and fulfillment of the conditions for exercising the rights and benefits;

(5) arranging share ownership schemes for directors and senior management in the subsidiaries proposed to be spun off;

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

If the Board of Directors does not adopt or does not fully adopt the recommendations of the Nomination and Remuneration Committee, it shall record the opinion of the Nomination and Remuneration Committee and the specific reasons for not being adopted in the resolution of the Board of Directors and disclose the same.

The Nomination and Remuneration Committee shall also perform the following responsibilities and exercise the following functions and powers:

(1) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(2) to identify individuals suitably qualified to become directors and select or make recommendations to the Board on the selection of individuals nominated for directorships;

(3) to assess the independence of independent non-executive directors;

(4) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer;

(5) to support the Company's regular evaluation of the Board's performance;

(6) to consult the chairman and/or the chief executive officer on remuneration proposals for other executive directors (the Nomination and Remuneration Committee may seek independent professional advice if necessary);

(7) to make recommendations to the Board on the Company's policy and structure for all directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

(8) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

(9) either of the following:

(i) to formulate remuneration packages for individual executive directors and senior management in accordance with the delegated responsibilities of the Board; or

(ii) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.

Such remuneration packages shall include non-monetary benefits, pension rights and amounts of compensation (including compensation for loss or termination of office or appointment);

(10) to make recommendations to the Board on the remuneration of non-executive directors;

(11) to consider the salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;

(12) to review and approve the compensation payable to executive directors and senior management for their loss or termination of their office or appointments to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

(13) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;

(14) to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration;

(15) to review and/or approve matters relating to share schemes under Chapter 17 of the Hong Kong Listing Rules;

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

CHAPTER VI SENIOR MANAGEMENT

Article 143 The Company has one general manager, who shall be appointed or dismissed by the Board.

The Company has deputy general managers, who shall be appointed or dismissed by the Board.

Article 144 The circumstances of disqualification of directors and the departure management system prescribed in the Articles of Association shall also be applicable to senior management.

The fiduciary duties and duties of diligence of the directors as contained in the Articles of Association shall also be applicable to senior management.

Article 145 Persons who hold administrative positions other than director or supervisor in the controlling shareholder of the Company shall not serve as senior management members of the Company.

Senior management members of the Company shall receive their remuneration solely from the Company, and no salary shall be paid on their behalf by the controlling shareholder.

Article 146 The term of office of the general manager is three years, and he or she may be re-appointed for consecutive terms.

Article 147 The general manager shall be accountable to the Board and exercise the following functions and powers:

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

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

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

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

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

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

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

(8) to exercise other functions and powers conferred by the Articles of Association or the Board.

The general manager shall attend the Board meetings as a non-voting participant.

Article 148 The general manager shall formulate the terms of reference of the general manager, which shall be implemented after approval by the Board.

Article 149 The terms of reference of the general manager shall include the following:

(1) the conditions and procedures for convening the general manager meetings and participants;

(2) the specific responsibilities and division of labor of the general manager and other senior management members;

(3) the use of the Company's funds and assets, the authority for signing of major contracts, and the system of reporting to the Board;

(4) other matters deemed necessary by the Board.

Article 150 The general manager may resign before the expiration of his/her term of office. The specific procedures and methods regarding the resignation of the general manager shall be stipulated in the labor contract between the general manager and the Company.

Article 151 As assistants to the general manager, the deputy general manager and the chief financial officer shall be responsible for the work assigned to them according to the instructions of the general manager, be accountable to the general manager, and sign relevant business documents within the scope of their duties.

Where the general manager is unable to perform his/her functions and powers, the deputy general manager and the chief financial officer may be authorized in writing by the general manager to perform the functions and powers of the general manager on his/her behalf.

Article 152 The Company shall have a secretary to the Board, who shall be responsible for the preparation of general meetings and Board meetings, the custody of documents, the management of shareholder information of the Company, and handling information disclosure matters and other affairs.

The secretary to the Board shall be a director, the general manager, the deputy general manager, or the chief financial officer of the Company. Where another person is required to serve as the secretary to the Board of the Company due to special circumstances, consent from the Shenzhen Stock Exchange shall be obtained.

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

Article 153 If any senior management member causes any damage to any other person in the performance of his/her duties to the Company, the Company shall be liable for compensation; if the senior management member acts intentionally or with gross negligence, he/she shall also be liable for compensation.

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

Where senior management members provide guarantees for others with the Company's property without the approval of the Board or the general meeting, the Company shall remove them from all their positions in the Company; where losses are caused to the Company as a result, such senior management members shall be liable to indemnify the Company.

Article 154 The senior management members of the Company shall faithfully perform their duties and safeguard the maximum interests of the Company and all shareholders. If any senior management member of the Company fails to faithfully perform his/her duties or breaches his/her duty of good faith, causing damage to the interests of the Company and its public shareholders, he/she shall be liable for compensation according to law.

CHAPTER VII FINANCIAL AND ACCOUNTING SYSTEMS, PROFIT DISTRIBUTION AND AUDITING

Section 1 Financial and Accounting Systems

Article 155 The Company shall establish financial and accounting systems according to laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the regulations stipulated by the relevant authorities of the State.

Article 156 The Company shall submit and disclose its annual reports to the relevant branch office of the CSRC and the stock exchange within four months from the end of each fiscal year, and its interim reports to the relevant branch office of the CSRC and the stock exchange within two months from the end of the first half of each fiscal year.

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

Article 157 The Company will not establish account books other than the statutory account books. The assets of the Company shall not be deposited in any personal account.

Article 158 The Company is required to withdraw 10% of its profits into its statutory reserve fund when distributing each year's profit after tax. When the cumulated amount of the statutory reserve fund of the Company has reached 50% or more of its registered capital, no further withdrawal is required.

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

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

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

Where the general meeting distributes profits to shareholders in violation of the provisions of the Company Law, the shareholders shall return the profits distributed in violation of the provisions to the Company. If losses are caused to the Company, the shareholders, as well as the responsible directors and senior management, shall bear liability for compensation.

No profit shall be distributed in respect of the shares of the Company which are held by the Company.

Article 159 The reserve fund of the Company shall be used to make up for losses of the Company, expand the production and operation of the Company or increase the registered capital of the Company.

Where the reserve fund of a company is used for making up losses, the discretionary reserve and statutory reserve shall be used first. If losses still cannot be made up, the capital reserve can be used according to the relevant provisions.

When the statutory reserve fund is converted to increase registered capital, the balance of the statutory reserve fund shall not be less than 25% of the registered capital before such conversion.

Article 160 The Company may distribute dividends in cash or in shares. Dividends distributed by the Company in cash shall be denominated and paid in RMB.

Article 161 The profit distribution policy of the Company:

(1) Principles of profit distribution

The profit distribution of the Company shall attach full importance to providing reasonable investment returns to investors, while taking into account the actual operating conditions and long-term strategic development goals of the Company, and dividends shall be distributed to shareholders annually in a specified proportion of the parent company's distributable profits realized in the year. The distribution policy shall maintain continuity and stability and adhere to the following principles:

1. The principle of distribution in accordance with statutory order;

2. The principle that no profit shall be distributed to shareholders if there are uncompensated losses;

3. The principle of equal rights and equal profits for equal shares;

4. The principle that shares of the Company held by the Company shall not participate in profit distribution;

5. The principle that profit distribution shall not exceed the scope of accumulated distributable profits, and shall not impair the Company's going concern capacity.

(2) Forms of profit distribution

The Company may distribute profit in cash, in shares, or in a combination of cash and shares. Where conditions for cash dividend distribution are met, priority shall be given to cash dividend distribution. Among these, the target of the cash dividend policy is a low regular dividend plus extra dividend policy.

(3) Intervals of profit distribution

Provided that the Company makes a profit in the current year, the Company shall distribute profit at least once per year. The Board of Directors may propose that the Company make an interim cash or dividend distribution based on the Company's profitability and capital requirement status.

(4) Conditions and proportion of profit distribution

1. Conditions for cash dividend distribution

   (1) The distributable profits realized by the Company for the relevant year or half-year (i.e., the profits after tax remaining after the Company makes up for losses and sets aside statutory reserves) are positive;

   (2) The accumulated distributable profits of the Company are positive;

(3) The auditing firm issues a standard unqualified audit report on the Company's financial report for the relevant year;

(4) Where the net cash flows from operating activities of the Company are negative, the Company may choose not to distribute cash dividends for that year;

(5) No major investment plan or major cash expenditure (excluding raised fund projects) occurs in the Company.

2. Proportion of cash dividends

Where conditions for cash dividend distribution are met, the profit distributed in cash by the Company each year shall be no less than 5% of the distributable profit realized by the parent company in that year, and the accumulated profit distributed in cash over any three consecutive years shall be no less than 30% of the average annual distributable profit realized by the parent company in those three consecutive years.

The Board of Directors of the Company shall comprehensively consider factors such as industry characteristics, stage of development, its own business model, profitability level, debt repayment ability, whether there are major capital expenditure arrangements, and investor returns, distinguish among the following circumstances, and propose differentiated cash dividend policies in accordance with the procedures prescribed in the Articles of Association:

(1) Where the Company is in a mature stage of development and has no significant capital expenditure arrangement, the cash dividend payout ratio in the profit distribution shall reach a minimum of 80%;

(2) Where the Company is in a mature stage of development and has any significant capital expenditure arrangement, the cash dividend payout ratio in the profit distribution shall reach a minimum of 40%;

(3) Where the Company is in growth stage and has any significant capital expenditure arrangement, the cash dividend payout ratio in the profit distribution shall reach a minimum of 20%;

Where it is difficult to distinguish the Company's stage of development but there are significant capital expenditure arrangements, profit distribution may be handled in accordance with the provisions of the preceding item.

The specific stage in which the Company is situated at the time of actual dividend distribution shall be determined by the Board of Directors based on specific circumstances.

The aforementioned significant investment plans or major cash expenditure matters refer to any of the following circumstances:

(1) The accumulated expenditures proposed by the Company for external investments, asset acquisitions, or equipment purchases within the next twelve months reach or exceed 50% of the Company's latest audited net assets, and the absolute amount exceeds RMB30 million;

(2) The accumulated expenditures proposed by the Company for external investments, asset acquisitions, or equipment purchases within the next twelve months reach or exceed 30% of the Company's latest audited total assets.

3. Specific conditions for share dividend distribution

Where the Company is operating in good condition, and the Board of Directors considers that the stock price does not match the scale of the Company's share capital, the Company may distribute profits by way of share dividends after satisfying the aforementioned cash dividend requirements. In determining the specific amount of profit distribution by way of shares, the Company shall take into account genuine and reasonable factors such as the Company's growth potential and the dilution of net assets per share, fully consider whether the total share capital after the profit distribution by way of shares is compatible with the Company's current operational scale and profit growth rate, and consider the impact on future debt financing costs, so as to ensure that the distribution plan aligns with the overall interests of all shareholders.

(5) Where any of the following circumstances exists, the Company may forgo profit distribution:

1. The Company's audit report for the most recent year is either a non-unqualified opinion or an unqualified opinion with a significant uncertainty paragraph related to going concern;

2. The gearing ratio is higher than 70%;

3. The net cash flows from operating activities are negative;

4. The net profit attributable to shareholders of the parent company for the most recent audited period is negative, or the undistributed profit of the parent company is negative;

5. Other circumstances under which the Company deems profit distribution inappropriate.

(6) Consideration procedures to be followed for profit distribution plans and implementation of profit distribution plans

1. The preliminary profit distribution plan shall be considered and approved by the Board of Directors of the Company before it can be submitted to the general meeting for consideration. When considering the preliminary profit distribution plan, the Board of Directors must obtain approval by more than half of all directors voting in favor.

2. When considering the profit distribution plan, the general meeting must obtain approval by one-half or more of the voting rights held by the shareholders present at the general meeting voting in favor.

3. If the Company makes a profit for the current year and satisfies the conditions for cash dividend distribution, but the Board of Directors fails to formulate a preliminary cash profit distribution plan, the Board of Directors shall provide a detailed explanation, including the reasons for not formulating a cash profit distribution plan, as well as the intended use and plan for the funds retained by the Company instead of being used for cash profit distribution. Such preliminary profit distribution plan shall be passed by two-thirds or more of the voting rights held by the shareholders or proxy holders present at the general meeting.

After the Board of Directors of the Company formulates a preliminary profit distribution plan in accordance with the established profit distribution policy and such plan is passed by a resolution of the general meeting, or after the Board of Directors of the Company formulates a specific plan pursuant to the conditions and upper limit for the next interim dividend considered and approved at the annual general meeting, the Board of Directors of the Company must complete the distribution of dividends within two months from the date on which the general meeting is convened.

(7) The consideration and deliberation procedures and decision-making mechanism for the profit distribution plan

1. Before periodic reports are published, the Board of Directors of the Company shall consider and deliberate a preliminary profit distribution plan based on the Company's ability for sustainable operation, adequate funds for normal production, operation and development, and reasonable returns on investment of investors.

2. When formulating a specific cash dividend plan, the Board of Directors shall carefully consider and deliberate matters such as the timing and conditions of the Company's cash dividend distribution, the minimum proportion for annual and interim cash dividends, the conditions for adjustments, and the decision-making procedure requirements. Prior to the consideration of the specific cash dividend plan at the general meeting, the Company shall actively communicate and interact with shareholders, particularly minority shareholders, through various channels, fully listen to the opinions and demands of minority shareholders, and promptly respond to issues of concern to minority shareholders.

   Where independent directors consider that a specific cash dividend plan may prejudice the interests of the Company or minority shareholders, they shall have the right to express independent opinions. If the Board of Directors fails to adopt or fully adopt the opinions of the independent directors, it shall record the opinions of the independent directors and the specific reasons for non-adoption in the resolutions of the Board of Directors and disclose the same.

3. The Company shall strictly disclose the profit distribution plan and the implementation of the cash dividend policy in its annual reports and half-year reports in accordance with relevant regulations. Where the Company made a profit in the preceding fiscal year and satisfied the conditions for cash dividend distribution, but the Board of Directors of the Company failed to formulate a preliminary cash profit distribution plan, the opinions of independent directors and members of the Audit Committee shall be sought, online voting facilities shall be provided when considering the matter at the general meeting, and the reasons therefor as well as the intended use of the funds retained by the Company instead of being used for dividend distribution shall be disclosed in the periodic reports.

4. The Board of Directors, the Audit Committee, and the general meeting shall fully consider the opinions of independent directors, members of the Audit Committee and public investors during the relevant decision-making and deliberation processes.

(8) Adjustment to profit distribution policy:

1. Where the Company needs to adjust its profit distribution policy due to significant changes in external operating environment or its own operating conditions, the adjusted profit distribution policy shall not violate the relevant provisions of the CSRC, the regulatory rules of the securities regulatory authorities of the place where the Company's shares are listed and the stock exchange.

"Significant changes in external operating environment or its own operating conditions" refer to the following circumstances:

(1) The Company suffers losses due to significant changes in the laws, regulations and industry policies formulated by the State, instead of reasons attributable to the Company;

(2) The Company suffers losses due to events of force majeure including earthquake, typhoon, flood and war which are unforeseeable, unavoidable and insurmountable and impose material adverse impact on production and operation of the Company;

(3) After the Company's statutory reserve fund is used for making up for previous years' losses, the net profit of the Company in the year is still not enough to make up for previous years' losses;

(4) The net cash flows generated from the Company's operating activities are lower than 10% of the distributable profits realized in the current year for three consecutive years;

(5) Other matters specified by the CSRC and the stock exchange.

2. In the process of adjusting the profit distribution policy, the Board of Directors of the Company shall fully consider the opinions of independent directors, the Audit Committee and public investors. The adjusted profit distribution policy shall not violate the relevant provisions of the CSRC and the stock exchange. When considering the adjustment to the profit distribution policy, the Board of Directors must obtain approval by more than half of all directors voting in favor; when considering the adjustment to the profit distribution policy, the Audit Committee must obtain approval by more than half of all members of the Audit Committee voting in favor.

3. Any adjustment to the profit distribution policy shall be considered and approved by the Board of Directors and the Audit Committee respectively before it can be submitted to the general meeting for consideration. Taking the protection of shareholders' rights and interests as the starting point, the Company shall elaborate on and explain the reasons in detail in the proposals submitted to the general meeting. When considering the adjustment to the profit distribution policy, the general meeting shall pass the proposal by two-thirds or more of the voting rights held by the shareholders (including proxies) present at the general meeting.

(9) The Company shall disclose in detail the formulation and implementation of its cash dividend policy in its annual report, and provide a special explanation on the following matters:

1. Whether it complies with the provisions of the Articles of Association or the requirements of the resolutions of the general meeting;

2. Whether the dividend distribution standards and proportions are explicit and clear;

3. Whether the relevant decision-making procedures and mechanisms are complete and well-established;

4. Where the Company does not carry out cash dividend distribution, it shall disclose the specific reasons, as well as the measures intended to be taken in the next step to enhance the level of investor returns;

5. Whether minority shareholders have sufficient opportunities to express their opinions and demands, and whether the legitimate rights and interests of minority shareholders have been fully protected.

Where adjustments or changes are made to the cash dividend policy, a detailed explanation shall also be provided as to whether the conditions and procedures for such adjustments or changes are compliant and transparent.

(10) Where any shareholder of the Company misappropriates the funds of the Company in violation of regulations, the Company shall deduct the cash dividends allocable to such shareholder during profit distribution to repay the funds misappropriated by such shareholder.

Section 2 Internal Audit

Article 162 The Company shall implement an internal audit system, clarifying the leadership system, responsibilities and authority, staffing, financial guarantee, application of audit results and accountability for internal audit work.

The internal audit system of the Company shall be implemented upon the approval of the Board and disclosed to the public.

Article 163 The internal audit department of the Company conducts supervision and inspection of the business activities, risk management, internal control, financial information and other matters of the Company.

The internal audit department shall maintain independence, be equipped with full-time audit personnel, and shall not be placed under the leadership of the finance department or share an office with the finance department.

Article 164 The internal audit department shall be accountable to the Board.

In the process of supervising and inspecting the Company's business activities, risk management, internal controls, and financial information, the internal audit department shall accept the supervision and guidance of the Audit Committee. If the internal audit department discovers any material issues or leads, it shall immediately report directly to the Audit Committee.

Article 165 The specific organization and implementation of the Company's internal control evaluation shall be undertaken by the internal audit department. Based on the evaluation report issued by the internal audit department and reviewed by the Audit Committee, along with relevant materials, the Company shall issue an annual internal control evaluation report.

Article 166 When the Audit Committee communicates with external audit entities such as accounting firms and national audit institutions, the internal audit department shall proactively cooperate and provide necessary support and collaboration.

Article 167 The Audit Committee shall participate in the performance appraisal of the head of internal audit.

Section 3 Appointment of an Accounting Firm

Article 168 The Company shall engage an accounting firm that complies with the Securities Law and the securities regulatory rules of the place where the Company's shares are listed to audit the financial statements of the Company, verify the net assets and offer other relevant consulting services. The term of service shall be one year, which is renewable upon expiry of the term.

Article 169 The appointment and removal of an accounting firm by the Company must be determined by the general meeting, and the Board shall not appoint an accounting firm before the decision is made by the general meeting.

Article 170 The Company guarantees that it shall provide the appointed accounting firm with true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information, and that it engages without any refusal, withholding, and misrepresentation.

Article 171 The audit fee of an accounting firm shall be decided by the general meeting.

Article 172 In the event of removal or non-renewal of the appointment of an accounting firm, the Company shall notify the accounting firm 10 days in advance. The accounting firm shall be entitled to make representations when the resolution regarding the removal of the accounting firm is considered at the general meeting of the Company.

Where the accounting firm resigns, it shall make clear to the general meeting whether there is any impropriety on the part of the Company.

CHAPTER VIII NOTICES AND ANNOUNCEMENTS

Section 1 Notices

Article 173 A notice of the Company shall be sent by:

(1) hand of designated personnel;

(2) mail;

(3) public announcement;

(4) other means specified in the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 174 Notice given by the Company by way of announcement shall be deemed to have been received by all relevant persons once it is published.

Article 175 Any notice of convening a general meeting shall be given by public announcement.

Article 176 Any notice of convening a meeting of the Board shall be given by hand, mail, fax or email. Except that for an extraordinary Board meeting convened due to emergency, other provisions of the Articles of Association shall apply.

Article 177 When a notice of the Company is delivered by hand, it shall be deemed as served on the date when the recipient affixes his/her signature (or seal) on the return receipt; when a notice of the Company is sent by post, it shall be deemed as served on the fifth working day from the date of delivery to the post office; when a notice of the Company is sent by way of announcement, it shall be deemed as served on the date when the first announcement is published; when a notice of the Company is sent by fax, it shall be deemed as served on the date when the fax is sent as recorded on the fax machine; when a notice of the Company is sent by email, it shall be deemed as served on the date when the email is sent as recorded on the computer.

Article 178 The accidental omission to give a notice of a meeting to, or the failure to receive a notice of a meeting by, any person entitled to receive the notice shall not invalidate the meeting or any resolution passed thereat.

Section 2 Announcements

Article 179 The Company has designated Cninfo (http://www.cninfo.com.cn), the website of the Hong Kong Stock Exchange (http://www.hkexnews.hk) and at least one newspaper designated by the CSRC and the Hong Kong Stock Exchange for disclosing information of listed companies as the media for publishing corporate announcements and other information required to be disclosed.

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

Section 1 Merger, Division, Capital Increase and Reduction

Article 180 The merger of the Company may take the form of either merger by absorption or merger by new establishment.

In case of merger by absorption, a company absorbs any other company and the absorbed company is dissolved. In case of merger by new establishment, two or more companies merge into a new one and the parties to the merger are dissolved.

Article 181 If the consideration to be paid by the Company for the merger does not exceed 10% of the Company's net assets, it may not be subject to resolution of the general meeting, unless otherwise provided for in the Articles of Association.

If a merger of the Company pursuant to the preceding paragraph is not resolved by the general meeting, it shall be subject to resolution of the Board of Directors.

Article 182 In the event of a merger, the merging parties shall enter into a merger agreement and prepare a balance sheet and property inventory. The Company shall notify its creditors within 10 days from the date of passing the resolution on the merger, and make an announcement in the information disclosure newspaper designated by the Company or on the National Enterprise Credit Information Publicity System within 30 days. A creditor may, within 30 days from the date of receipt of the notice, or within 45 days from the date of the announcement if no notice is received, require the Company to settle its debts or to provide a corresponding guarantee.

Article 183 In the event of a merger, the claims and debts of the merging parties shall be assumed by the surviving company or the newly established company following the merger.

Article 184 If the Company is divided, its property shall be divided accordingly.

When the Company is divided, it shall prepare a balance sheet and a property inventory. Within 10 days from the date of adoption of the resolution on the division, the Company shall notify its creditors and within 30 days it shall make an announcement on the information disclosure newspaper designated by the Company or the National Enterprise Credit Information Publicity System.

Article 185 Unless a written agreement has been entered into, before the division, by the Company and its creditors in relation to the repayment of debts, debts of the Company prior to the division shall be jointly assumed by the surviving companies after the division.

Article 186 If the Company reduces its registered capital, it must prepare a balance sheet and a property inventory.

Within 10 days from the date of adoption of the resolution to reduce its registered capital, the Company shall notify its creditors and within 30 days it shall make an announcement on the information disclosure newspaper designated by the Company or the National Enterprise Credit Information Publicity System. Creditors shall, within 30 days from receiving written notice, or within 45 days from the date of the public announcement for those who have not received written notice, be entitled to require the Company to pay its debts in full or to provide corresponding security.

When the Company reduces its registered capital, it shall reduce the amount of capital contribution or shares in proportion to the shareholders' capital contribution or shareholding, unless otherwise stipulated by laws or the Articles of Association.

Article 187 If the Company still has losses after making up losses in accordance with the second paragraph of Article 159 of the Articles of Association, its registered capital may be reduced to make up for such losses. When registered capital is reduced to make up for losses, the Company shall not make any distribution to shareholders, or exempt shareholders from their obligation to pay the capital contributions or share capital.

If the Company reduces its registered capital according to the preceding paragraph, the provisions of the second paragraph of Article 186 of the Articles of Association shall not apply. However, it shall publish an announcement on the information disclosure newspaper designated by the Company or on the National Enterprise Credit Information Publicity System within 30 days as of the date of the resolution for the reduction of its registered capital by the general meeting.

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 fund and discretionary reserve fund reaches 50% of the Company's registered capital.

Article 188 If registered capital is reduced in violation of the Company Law and other relevant regulations, shareholders shall return any funds they have received, and any reduction or waiver of shareholder contributions shall be restored to its original state. If losses are caused to the Company, the shareholders, the responsible directors and senior management members shall be liable for compensation.

Article 189 When the Company issues new shares to increase its registered capital, shareholders do not have preemptive rights, unless otherwise stipulated in the Articles of Association or a resolution of the general meeting grants shareholders preemptive rights.

Article 190 The Company shall, in accordance with law, apply for change in its registration particulars with the Company's registration authority where a change in any item in its registration arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, that company shall apply for registration in accordance with the law.

Where the Company increases or reduces its registered capital, the Company shall, in accordance with law, apply for change in its registration with the Company's registration authority.

Section 2 Dissolution and Liquidation

Article 191 The Company shall be dissolved for the following reasons:

(1) the term of business specified in the Articles of Association has expired or any other cause for dissolution specified in the Articles of Association has occurred;

(2) the general meeting resolves to dissolve the Company;

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

(4) the Company has its business license revoked, is ordered to close down or revoked in accordance with the laws;

(5) 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 percent of all shareholders' voting rights may petition the people's court to dissolve the Company.

The Company shall, within ten days from the occurrence of the reasons for dissolution as stipulated in the preceding paragraph, disclose the reasons for dissolution on the National Enterprise Credit Information Publicity System.

Article 192 The Company may continue to exist by amending the Articles of Association or passing a resolution at the general meeting if the Company falls under the circumstance as set forth in item (1) or item (2) under Article 191 of the Articles of Association and has not distributed its property to its shareholders.

The amendment to the Articles of Association according to the preceding paragraph shall be passed by two-thirds or more of the voting rights held by shareholders present at the general meeting.

Article 193 In the case of dissolution of the Company under items (1), (2), (4) and (5) under Article 191 of the Articles of Association, it shall go into liquidation. The liquidation committee shall be composed of persons determined by the directors or the general meeting. The directors, being the liquidation obligors of the Company, shall form a liquidation committee to effect liquidation within 15 days from the date of occurrence of events giving rise to dissolution.

The liquidation committee shall consist of directors, unless the Articles of Association provide otherwise or it is resolved at the general meeting to elect another person(s).

If the liquidation obligors fail to fulfill their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.

Article 194 The liquidation committee shall exercise the following functions and powers during the period of liquidation:

(1) to categorize the Company's property and prepare a balance sheet and a property inventory respectively;

(2) to inform creditors by a notice or public announcement;

(3) to dispose of and liquidate any unfinished businesses of the Company;

(4) to pay all outstanding taxes and the taxes incurred from the process of liquidation;

(5) to settle claims and debts;

(6) to allocate the residual assets remaining after repayment by the Company of its debts;

(7) to represent the Company in any civil proceedings.

Article 195 The liquidation committee shall, within 10 days from its formation, notify the creditors, and shall, within 60 days, make a public announcement on the information disclosure newspaper designated by the Company or on National Enterprise Credit Information Publicity System. Creditors shall, within 30 days from the receipt of the notice or within 45 days from the release of the public announcement in the case of failure to receive the said notice, file their creditors' rights with the liquidation committee.

Where creditors file their creditors' rights, they shall explain about the matters related to creditors' rights, and shall provide the evidencing materials. The liquidation committee shall register the creditors' rights.

The liquidation committee may not clear off any of the debts of any creditors during the period of filing creditors' rights.

Article 196 After the liquidation committee has liquidated the Company's property and prepared a balance sheet and a property inventory, it shall formulate a liquidation plan and submit such plan to the general meeting or the people's court for confirmation.

The Company's property remaining after payment of the liquidation expenses, the wages, social insurance premiums and statutory compensation of the employees, the taxes owed and all the Company's debts, shall be distributed by the Company to the shareholders in proportion to the shares they hold.

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

The Company's property will not be distributed to the shareholders until repayment of its debts in accordance with the preceding paragraph.

Article 197 If, during the process of liquidating the Company's assets and preparing the balance sheet and the property inventory, the liquidation committee deems that the Company's assets are insufficient to cover its debts, it shall apply to the people's court for bankruptcy liquidation.

After the people's court accepts the bankruptcy application, the liquidation committee shall transfer the liquidation affairs to the bankruptcy administrator designated by the people's court.

Article 198 Following the completion of liquidation, the liquidation committee shall formulate a liquidation report, submit the same to the general meeting or the people's court for confirmation, and submit the aforementioned documents to the company registration authority to apply for company deregistration.

Article 199 The members of the liquidation committee shall perform their liquidation duties with loyalty and diligence.

If the members of the liquidation committee are negligent in performing their liquidation duties and cause losses to the Company, they shall be liable for compensation. The members of the liquidation committee shall be liable for compensation in respect of any loss to the creditors caused by willful or gross negligence.

Article 200 When the Company is declared bankrupt according to law, bankruptcy liquidation shall be carried out in accordance with the relevant laws on enterprise bankruptcy.

CHAPTER X AMENDMENT TO THE ARTICLES OF ASSOCIATION

Article 201 Under any one of the following circumstances, the Company shall amend its Articles of Association:

(1) after the amendment of the Company Law or relevant laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed, the provisions of the Articles of Association are in conflict with the provisions of the amended laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed;

(2) the changes that the Company has undergone are inconsistent with the records made in the Articles of Association;

(3) the general meeting decides that the Articles of Association should be amended.

Article 202 Amendments to the Articles of Association passed by resolutions at the general meeting shall be required to be examined and approved by the competent authorities, and shall be submitted to the competent authorities for approval; where the amendments involve the registered particulars of the Company, procedures for change of registration shall be handled in accordance with the law.

Article 203 The Board shall amend the Articles of Association according to the resolutions of the general meeting and the opinions of the relevant competent authority.

Article 204 Any amendments to the Articles of Association that involve information to be disclosed as required by the laws and regulations shall be publicly announced as required.

CHAPTER XI SUPPLEMENTARY PROVISIONS

Article 205 Definitions:

(1) A controlling shareholder is a shareholder whose shares account for more than 50% of the Company's total share capital; or a shareholder whose shares carry voting rights sufficient to significantly influence the resolutions of the general meeting, even if his/her shareholding percentage does not exceed 50%.

(2) A de facto controller refers to a natural person, legal person, or other organization that can actually control the Company's actions through investment relations, agreements, or other arrangements.

(3) A related party relationship refers to the relationship between the Company's controlling shareholder, de facto controller, directors or senior management members, and enterprises they directly or indirectly control, as well as other relationships that may lead to the transfer of the Company's interests. However, state-controlled enterprises will not have a related party relationship solely because they are both controlled by the State.

(4) In the Articles of Association, "accounting firm" has the same meaning as that of "auditor" in the Hong Kong Listing Rules, and "independent director" has the same meaning as that of "independent non-executive director" in the Hong Kong Listing Rules.

Article 206 The Board may, in accordance with the provisions of the Articles of Association, formulate the by-laws. The by-laws shall not conflict with the provisions of the Articles of Association.

Article 207 The Articles of Association is prepared in Chinese. In case of any discrepancy between the Articles of Association of any other language versions or different versions, the Chinese version of the Articles of Association as most recently approved and registered with the Haidian District Administration for Market Regulation of Beijing shall prevail.

Article 208 For the purpose of the Articles of Association, the terms "above", "within", and "below" shall include the number itself; while "over", "beyond", "lower/less than", and "more than" shall exclude the number itself.

Article 209 The Articles of Association shall be interpreted by the Board of the Company, and shall become effective and implemented after being considered and approved at the general meeting.

Article 210 The annexes to the Articles of Association shall include the rules of procedures for general meetings and the rules of procedures for the Board of Directors.

Article 211 Any matters not covered in the Articles of Association shall be handled in accordance with laws, administrative regulations and the relevant regulations of the securities regulatory authorities of the stock exchange where the Company's shares are listed, taking into account the actual circumstances of the Company. In the event of any conflict between the Articles of Association and the provisions of laws, administrative regulations, other relevant normative documents, and the listing rules of the stock exchange where the Company's shares are listed promulgated from time to time, the provisions of such laws, administrative regulations, other relevant normative documents, and the listing rules of the stock exchange where the Company's shares are listed shall prevail.