Suzhou Denglin Technology Co., Ltd.

Articles of Association (Draft)

(Applicable upon the issuance and listing of H Shares)

November 2026

CONTENTS

CONTENTS		1
CHAPTER I	**GENERAL**	2
CHAPTER II	**OBJECTIVES AND SCOPE OF BUSINESS**	4
CHAPTER III	**SHARES**	4
SECTION 1	ISSUE OF SHARES	4
SECTION 2	INCREASE, REDUCTION AND REPURCHASE OF SHARES	8
SECTION 3	TRANSFER OF SHARES	10
CHAPTER IV	**SHAREHOLDERS AND GENERAL MEETING**	12
SECTION 1	SHAREHOLDERS	12
SECTION 2	CONTROLLING SHAREHOLDER AND ACTUAL CONTROLLING PARTY	17
SECTION 3	GENERAL PROVISIONS FOR GENERAL MEETING	19
SECTION 4	SUMMONING OF GENERAL MEETING	22
SECTION 5	PROPOSALS AND NOTICES OF GENERAL MEETING	24
SECTION 6	CONVENING OF GENERAL MEETING	26
SECTION 7	VOTING AND RESOLUTIONS OF GENERAL MEETING	30
CHAPTER V	**DIRECTORS AND BOARD OF DIRECTORS**	35
SECTION 1	GENERAL PROVISIONS FOR DIRECTORS	35
SECTION 2	BOARD OF DIRECTORS	40
SECTION 3	INDEPENDENT DIRECTORS	45
SECTION 4	SPECIAL COMMITTEES UNDER THE BOARD OF DIRECTORS	49
CHAPTER VI	**MANAGER AND OTHER SENIOR MANAGEMENT**	52
CHAPTER VII	**FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT**	54
SECTION 1	FINANCIAL AND ACCOUNTING SYSTEM	54
SECTION 2	INTERNAL AUDIT	56
SECTION 3	APPOINTMENT OF ACCOUNTING FIRM	57
CHAPTER VIII	**NOTICE AND ANNOUNCEMENT**	57
CHAPTER IX	**MERGER, DIVISION, CAPITAL INCREASE, CAPITAL DECREASE, DISSOLUTION AND LIQUIDATION**	59
SECTION 1	MERGER, DIVISION, CAPITAL INCREASE AND CAPITAL DECREASE	59
SECTION 2	DISSOLUTION AND LIQUIDATION	61
CHAPTER X	**AMENDMENTS TO ARTICLES OF ASSOCIATION**	65
CHAPTER XI	**SUPPLEMENTARY PROVISIONS**	65

CHAPTER I GENERAL

Article 1 The Articles of Association are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "**Company Law**"), the Securities Law of the People's Republic of China (hereinafter referred to as the "**Securities Law**"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (hereinafter referred to as the "**Trial Administrative Measures**"), the Guidelines for Articles of Association of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Hong Kong Listing Rules**"), and other relevant provisions of laws, regulations and normative documents in order to protect the legal interest of the Company, the shareholders, employees and creditors and standardize the organization and activities of the Company.

Article 2 The Company is a joint stock limited company established according to the Company Law and other relevant provisions (hereinafter referred to as the "**Company**").

The Company was established by way of promotion and overall conversion in accordance with the laws on the basis of Suzhou Denglin Technology Co., Ltd.; it was registered with the Market Supervision and Administration Bureau of Suzhou Industrial Park and obtained a business license, and its Unified Social Credit Code is 91310115MA1H9HJ94A.

Article 3 Upon filing with the China Securities Regulatory Commission (hereinafter referred to as the "**CSRC**") on September 20, 2026 and approval by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Hong Kong Stock Exchange**") on November 9, 2026, the Company made an initial public offering of 6,125,000 overseas-listed foreign shares (H Shares), with a nominal value of RMB1 each, which were listed on the Main Board of the Hong Kong Stock Exchange on November 10, 2026.

Article 4 Chinese registered name of the Company: 蘇州登臨科技股份有限公司

English name: Suzhou Denglin Technology Co., Ltd.

Article 5 Company address: Room 1101, No. 5 Commercial Building, Phase 1, Nan'an Xindi, No 11 Yangfu Road, Suzhou Industrial Park, Suzhou Area, Pilot Free Trade Zone, Jiangsu, PRC. Postal code: 215101.

Article 6 The registered capital of the Company is RMB60,827,518, and the total number of shares is 60,827,518, all of which are ordinary shares.

Article 7 The Company is a joint stock limited company with a long-term business term commencing from November 17, 2017.

Article 8 The Company's legal representative is the manager.

Where the manager resigns, he shall be deemed to have resigned from the position of the legal representative simultaneously.

Where the legal representative resigns, 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.

The restrictions on the functions and powers of the legal representative by the Articles of Association or the general meeting shall not be used against any bona fide counterparty.

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

Article 10 A shareholder shall be liable for the debts of the Company to the extent of the shares it has subscribed to, whereas the Company shall be liable for its debts with all of its assets.

Article 11 From the date on which the Articles of Association come into effect, they shall constitute a legally binding document regulating the Company's organization and activities, and the rights and obligations as between the Company and its shareholders and among the shareholders, and shall be legally binding on the Company, its shareholders, directors and senior management. Pursuant to the Articles of Association, the shareholders may bring a lawsuit against another shareholder; the shareholders may bring a lawsuit against the directors and senior management of the Company; the shareholders may bring a lawsuit against the Company; the Company may bring a lawsuit against the shareholders, the directors and senior management.

Article 12 The term "senior management" as mentioned in the Articles of Association refers to the manager, the chief strategy officer, the chief financial officer and the secretary to the board of directors of the Company.

CHAPTER II OBJECTIVES AND SCOPE OF BUSINESS

Article 13 The business objectives of the Company are: to strive to become a core builder of the domestic AI computing power ecosystem and empower the intelligent upgrading of all industries, with "independent innovation" at its core.

Article 14 Upon registration in accordance with laws, the business scope of the Company is: engaging in technical development, technical consultation, technical services and technical transfer in the fields of computer technology, electronic technology, intelligent technology and new energy technology (excluding businesses involving the negative list for foreign investment), computer software and hardware development (excluding game software), computer system integration, wholesale, commission agency (excluding auction) and import and export of computer software and auxiliary equipment, electronic components and communication equipment, and providing related supporting services. (Businesses subject to approvals under laws shall be carried out upon approval by relevant authorities.)

The business scope referred to in the preceding paragraph shall be subject to registration by the Company's registration authority.

CHAPTER III SHARES

Section 1 Issue of Shares

Article 15 The shares of the Company shall be in the form of registered shares, and the shares include the form of paperless securities. In addition to the matters stipulated in the Company Law, the share certificates of the Company shall also specify other matters required to be specified by the stock exchange of the place where the Company's shares are listed.

Article 16 The issue of shares by the Company shall adhere to the principle of equality and fairness. Shares of the same class shall have the same rights.

Shares of the same class issued at the same time shall be subject to the same issuance conditions and shall be issued at the same price per share. The price paid by subscribers for each share shall be the same.

Article 17 All the shares issued by the Company shall be denominated in Renminbi, with a nominal value of RMB1 each.

Article 18 The shares of the Company listed on the Hong Kong Stock Exchange are overseas-listed shares (H Shares). Shares issued by the Company but not listed on any domestic or overseas stock exchange are referred to as non-listed shares. Upon filing with the security regulatory authority under the State Council, the non-listed shares of the Company may be converted into overseas-listed shares and listed and traded on an overseas stock exchange. Listing and trading on an overseas stock exchange shall also comply with the regulatory procedures, rules and requirements of such overseas stock exchange. The conversion of non-listed shares into overseas-listed shares and their listing and trading on an overseas stock exchange shall, upon deliberation and approval by the board of directors, not require a vote at a general meeting.

Among the shares issued by the Company, the non-listed shares shall be centrally registered and deposited with a domestic securities registration and settlement institution. The registration and settlement arrangements for overseas-listed shares shall be subject to the provisions and practices of the place where the Company's shares are listed, and the overseas-listed shares shall mainly be deposited with the Hong Kong Securities Clearing and Settlement System, and may also be held by shareholders in their own names.

Article 19 At the time of establishment of the Company, the total number of shares was 50,000,000 shares, with a nominal value of RMB1 each, and the total investment amounted to RMB50,000,000. The names of the promoters at the time of establishment of the Company and the number of shares subscribed by them, the method of capital contribution and the time of capital contribution are as follows:

No.	Name of Promoter	Number of Shares Held *(Ten Thousand Shares)*	Percentage of shareholding	Method of contribution	Time of Contribution
1	Beta Achieve Limited	617.0946	12.3419%	Shares converted from net assets	July 9, 2025
2	Korgas Wanmulong Equity Investment Co., Ltd.	592.5403	11.8508%	Shares converted from net assets	July 9, 2025
3	DengLin Consulting HK Limited	585.2343	11.7047%	Shares converted from net assets	July 9, 2025
4	Suzhou Denglin Longgui Enterprise Management Partnership (Limited Partnership)	452.9318	9.0586%	Shares converted from net assets	July 9, 2025
5	Suzhou Denglin Wanhua Enterprise Management Partnership (Limited Partnership)	401.2579	8.0252%	Shares converted from net assets	July 9, 2025

No.	Name of Promoter	Number of Shares Held *(Ten Thousand Shares)*	Percentage of shareholding	Method of contribution	Time of Contribution
6	Shanghai Denglin Juewei Business Information Consulting Co., Ltd.	394.4791	7.8896%	Shares converted from net assets	July 9, 2025
7	Suzhou Denglin Xingyi Enterprise Management Partnership (Limited Partnership)	379.0637	7.5812%	Shares converted from net assets	July 9, 2025
8	Welly Target Limited (Forebright)	362.5527	7.2510%	Shares converted from net assets	July 9, 2025
9	Shanghai Zhangjiang Suifeng Innovation Equity Investment Fund Partnership Enterprise (Limited Partnership)	252.9305	5.0586%	Shares converted from net assets	July 9, 2025
10	Suzhou Yuanhe Puhua Zhixin Equity Investment Partnership (Limited Partnership)	171.3433	3.4268%	Shares converted from net assets	July 9, 2025
11	Zhongxin Suzhou Industrial Park Industrial Venture Investment Co., Ltd.	106.1415	2.1229%	Shares converted from net assets	July 9, 2025
12	Suzhou Yuanchu Investment Partnership (Limited Partnership)	102.2294	2.0446%	Shares converted from net assets	July 9, 2025
13	Hangzhou Hikvision Smart Industry Equity Investment Fund Partnership (Limited Partnership)	74.2926	1.4859%	Shares converted from net assets	July 9, 2025
14	China Internet Investment Fund (Limited Partnership)	73.9046	1.4781%	Shares converted from net assets	July 9, 2025
15	Qualcomm (China) Holdings Limited	64.7385	1.2947%	Shares converted from net assets	July 9, 2025
16	Shenzhen Kunpeng Guangyuan Private Equity Investment Fund Partnership (Limited Partnership)	43.6649	0.8733%	Shares converted from net assets	July 9, 2025
17	Ningbo Huayan Chuangxi Venture Capital Partnership (Limited Partnership) (寧波華晏創璽創業投資合夥企業（有限合夥）)	37.1463	0.7429%	Shares converted from net assets	July 9, 2025
18	Shenzhen Guangyuan Digital Angel Venture Capital Partnership (Limited Partnership)	36.6944	0.7339%	Shares converted from net assets	July 9, 2025

No.	Name of Promoter	Number of Shares Held *(Ten Thousand Shares)*	Percentage of shareholding	Method of contribution	Time of Contribution
19	Particle Future (China I) Investment Holdings (HK) Limited	32.3555	0.6471%	Shares converted from net assets	July 9, 2025
20	Suzhou Industrial Park Investment Fund (Limited Partnership)	26.5354	0.5307%	Shares converted from net assets	July 9, 2025
21	Suzhou Silicon Star Venture Capital Partnership (Limited Partnership)	26.1999	0.5240%	Shares converted from net assets	July 9, 2025
22	Chengdu Yuancheng Venture Capital Center (Limited Partnership)	20.0807	0.4016%	Shares converted from net assets	July 9, 2025
23	Shanghai Qingwang Venture Capital Partnership (Limited Partnership)	19.3731	0.3875%	Shares converted from net assets	July 9, 2025
24	Yixing Guangyuan Runfang Investment Partnership (Limited Partnership)	17.4673	0.3493%	Shares converted from net assets	July 9, 2025
25	Xiamen Qingling Huayu Equity Investment Partnership (Limited Partnership)	15.7190	0.3144%	Shares converted from net assets	July 9, 2025
26	Yu Yiyu	15.2831	0.3057%	Shares converted from net assets	July 9, 2025
27	Suzhou Qingshi Hengding Venture Capital Partnership (Limited Partnership)	14.7809	0.2956%	Shares converted from net assets	July 9, 2025
28	Zhejiang Free Trade Zone Dengwang Enterprise Management Partnership (Limited Partnership)	13.0988	0.2620%	Shares converted from net assets	July 9, 2025
29	Suzhou Qianhui Chaoxin Venture Capital Partnership (Limited Partnership)	13.0988	0.2620%	Shares converted from net assets	July 9, 2025
30	Zhuhai Guangyuan Zhanyue Equity Investment Partnership (Limited Partnership)	12.2269	0.2445%	Shares converted from net assets	July 9, 2025
31	Hefei Zhonghe Smart Automotive Industry Investment Partnership (Limited Partnership)	11.8343	0.2367%	Shares converted from net assets	July 9, 2025
32	Wuxi Guangyuan Shuxin Equity Investment Partnership (Limited Partnership)	11.8343	0.2367%	Shares converted from net assets	July 9, 2025

No.	Name of Promoter	Number of Shares Held *(Ten Thousand Shares)*	Percentage of shareholding	Method of contribution	Time of Contribution
33	Suzhou Qingshi Jinghua Venture Capital Partnership (Limited Partnership)	1.4790	0.0296%	Shares converted from net assets	July 9, 2025
34	Gongqingcheng Yingxi Taiyi Investment Partnership (Limited Partnership)	0.3926	0.0079%	Shares converted from net assets	July 9, 2025
Total		5,000.0000	100%	—	—

Article 20 The Company or its subsidiaries (including affiliates of the Company) shall not provide any financial assistance in the form of gifts, advances, guarantees or loans for the acquisition of the Company's or its parent company's shares by others, except for employee shareholding schemes.

The Company or its subsidiaries (including affiliates of the Company) may provide financial assistance for the acquisition of the Company's shares by others where such assistance is for the benefit of the Company and has been duly approved either by a resolution of the general meeting or by a resolution of the board of directors acting pursuant to authority granted under the Articles of Association or by the general meeting. The aggregate amount of any such financial assistance shall in no event exceed 10% of the Company's total issued share capital. Any resolution of the board of directors approving such financial assistance must be passed by a majority of not less than two-thirds of all directors.

Where the preceding two paragraphs are violated and losses are caused to the Company, the directors and senior management who are liable shall be responsible for compensation.

Section 2 Increase, Reduction and Repurchase of Shares

Article 21 In accordance with the laws and regulations, listing rules of the place where the Company's shares are listed, the Company may, based on its operating and development needs and the resolution of the general meeting, increase its capital by the following methods:

(I) an offering of shares to unspecified objects;

(II) an offering of shares to specified objects;

(III) bonus issue to existing Shareholders;

(IV) converting reserve fund into share capital;

(V) other methods stipulated by laws and administrative regulations and approved by the relevant regulatory authorities, including the securities regulatory authority of the State Council and the securities regulatory agencies of the place where the Company's shares are listed.

Article 22 The Company may reduce its registered capital. The Company shall reduce its registered capital in accordance with the Company Law and other regulations as well as the procedures stipulated in the Articles of Association.

Article 23 The Company shall not repurchase its shares except under any of the following circumstances:

(I) to reduce the registered capital of the Company;

(II) to merge with another company that holds shares in the Company;

(III) to utilize shares in the employee stock ownership schemes or share incentives;

(IV) to acquire the shares upon request by shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company;

(V) to use the shares in the conversion of the convertible corporate bonds issued by the Company;

(VI) it is necessary for the Company to safeguard the corporate value and the shareholders' interests;

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

Article 24 The Company may repurchase its shares through trading in a public and centralized manner or other methods permitted by laws, administrative regulations, Hong Kong Listing Rules and the securities regulatory authorities in the place where the Company's shares are listed.

Where the Company repurchases its shares under the circumstances set out in items (III), (V) and (VI) under Article 23, it shall do so through trading in a public and centralized manner.

Article 25 Where the Company repurchases its shares under the circumstances set out in items (I) and (II) under Article 23, it shall be subject to the adoption of resolution of the general meeting; where the Company acquires its shares under the circumstances set out in items (III), (V) and (VI) under Article 23, it shall be subject to the adoption of resolution of the board meeting attended by more than two-thirds of the directors in accordance with the provisions of the Articles of Association or the authorization of the general meeting. If the securities regulatory authority at the place where the Company's shares are listed provide otherwise, such rules shall apply, provided that they do not contravene the Company Law, the Securities Law, the Trial Administrative Measures or the Guidelines for Articles of Association of Listed Companies.

After the Company acquires its shares, under the circumstances in item (I) under Article 23, such shares shall be cancelled within 10 days after the date of acquisition; under the circumstance in items (II) and (IV), such shares shall be transferred or cancelled within six months; for shares of the Company acquired under the circumstance in items (III), (V) and (VI), it shall not exceed 10% of the total issued shares of the Company, and such shares shall be transferred or cancelled in three years.

Section 3 Transfer of Shares

Article 26 The shares of the Company shall be transferred in accordance with the laws.

The transfer of H Shares shall be registered in the local stock registration institution in Hong Kong authorized by the Company. All H Shares shall be transferred by way of written transfer instrument in standard form, or any other format acceptable to the board of directors (including the standard transfer format or form of transfer as prescribed by the Hong Kong Stock Exchange from time to time. The instruments of transfer may only be signed by hand or (where the transferor or transferee is a corporation) by an effective company seal. If the transferor or transferee is a recognized clearing house as defined by the relevant provisions that come into effect from time to time according to the laws of Hong Kong or its agent, the instruments of transfer may be signed by hand or in a machine-printed format. All instruments of transfer shall be kept at the legal address of the Company or such places as the board of directors may designate from time to time. The number of shareholders of the Company after the transfer shall comply with the relevant requirements of laws and regulations.

Where applicable laws and regulations of the place where the Company's shares are listed contain provisions regarding the period of closure of register of shareholders before the convening of the general meeting or the record date determined by the Company for the distribution of dividends, such provisions shall prevail.

Article 27 The Company shall not accept the shares of the Company as the subject of pledge rights.

Article 28 The shares of the Company issued prior to the public issuance of shares may not be transferred within one year of the date of the Company's listing on a stock exchange.

The directors and the senior management of the Company shall report to the Company their shareholdings in the Company and any changes thereof and shall not transfer more than 25% of the total number of shares of the same class held by them in the Company each year during their terms of office determined at the time of appointment; they shall not transfer the shares they hold within one year of the date of the Company's listing. The above-mentioned personnel shall not transfer the shares of the Company held by them within half a year after their resignation.

Where shares are pledged during the restricted transfer period prescribed by laws or administrative regulations, the pledgee shall not exercise the pledge rights within such restricted transfer period.

Where relevant requirements of the security regulatory authorities in the place where the Company's shares are listed have any other provisions on the transfer restrictions of overseas listed shares, such provisions shall prevail.

Article 29 If the shareholders holding more than 5% of the Company's shares (excluding a recognized clearing house or its agent as defined in the relevant ordinances in force from time to time under the laws of Hong Kong), the directors and senior management of the Company sell the shares of the Company or other securities of an equity nature they hold within six months after the purchase, or purchase again within six months after the sale, the proceeds therefrom shall be owned by the Company and the board of directors of the Company shall recover the proceeds. However, this does not apply where a securities company holds more than 5% of the shares after purchasing the remaining shares due to underwriting, or where the CSRC and the regulatory rules of the place where the Company's shares are listed provide otherwise.

Shares or other securities of an equity nature held by directors, senior management and natural person shareholders as mentioned in the preceding paragraph, shall include shares or other securities of an equity nature held by their spouses, parents and children, as well as shares or other securities of an equity nature held through others' accounts.

If the board of directors of the Company does not comply with the provisions of the first paragraph of this article, the shareholders shall have the right to request the board of directors to execute within thirty days. If the board of directors of the Company fails to execute within the above-mentioned time limit, the shareholders shall have the right to file a lawsuit directly with the people's court in their own name for the benefit of the Company.

If the board of directors of the Company does not comply with the provisions of the first paragraph of this article, the responsible directors shall bear joint and several liability according to the law.

CHAPTER IV SHAREHOLDERS AND GENERAL MEETING

Section 1 Shareholders

Article 30 The Company establishes the register of shareholders according to the certificate provided by the securities registration authority. The register of shareholders is sufficient evidence to prove that the shareholders hold the Company's shares. Shareholders enjoy rights and assume obligations according to the type of shares they hold. Shareholders holding the same type of shares shall enjoy the same rights and undertake the same obligations.

The original register of members of H Shares listed in Hong Kong shall be kept in Hong Kong for inspection by members, provided that the Company may, in accordance with applicable laws, regulations and the securities regulatory rules of the place where the Company's shares are listed, and pursuant to the provisions equivalent to Section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), suspend the registration of shareholders. Any shareholder registered in the H Share register of members, or any person requesting that his/her name be registered in the H Share register of members whose share certificate is lost, may apply to the Company for the issue of a replacement share certificate for such shares. Where a holder of overseas-listed foreign shares loses a share certificate and applies for a replacement, the matter may be dealt with in accordance with the laws, the rules of the stock exchange or other relevant provisions of the place where the original register of overseas-listed foreign share shareholders is kept.

Article 31 When the Company convenes a general meeting, distributes dividends, goes into liquidation or is involved in other acts that require the identification of shareholders, the board of directors or the convener of the general meeting shall determine the shareholding registration date and shareholders whose names appear on the register after the market close on the shareholding registration date are the shareholders who enjoy the relevant interests.

Article 32 Shareholders of the Company shall enjoy the following rights:

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

(II) the right to request of holding, the convening, presiding over, attendance at or appointment of proxies to attend general meetings and to exercise the right to speak and the corresponding right to vote;

(III) the right to supervise and manage, make suggestions or raise enquiries in respect of the Company's business operations;

(IV) the right to transfer, give or pledge the shares they hold according to the laws, administrative regulations, the Articles of Association and the provisions of the securities regulatory authorities and stock exchanges of the place where the Company's shares are listed;

(V) the right to review and make copies of the Articles of Association, the register of shareholders, minutes of the general meetings, the resolutions of the board meetings and the financial accounting reports; eligible shareholders may inspect the accounts and vouchers;

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

(VII) shareholders who object to resolutions of merger or division made at the general meeting may, subject to compliance with the Articles of Association, relevant laws and regulations, and the procedural requirements for share repurchase prescribed by the securities regulatory authorities and the stock exchange of the place where the Company's shares are listed, request the Company to purchase shares held by them;

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

Article 33 The shareholders who individually or collectively hold 3% or more of the Company's shares for 180 consecutive days or more may request to inspect the Company's accounting books and vouchers by submitting a written request stating the purpose. If the Company has reasonable grounds to believe that the shareholder's request serves an improper

purpose and may harm the legitimate interests of the Company, it may refuse the inspection. The Company must respond to the shareholder in writing within 15 days of receiving the written request, providing reasons for the refusal. If the inspection is denied, the shareholder may file a lawsuit with the people's court.

Shareholders may appoint an accounting firm, a law firm or other intermediaries to inspect the materials specified in the preceding paragraph.

The shareholders and the appointed accounting firms, law firms or other intermediaries shall comply with requirements of relevant laws and administrative regulations relating to the protection of state secrets, commercial secrets, personal privacy and personal information when they inspect the materials and make copies thereof.

If a shareholder requests to inspect and duplicate the relevant materials of the Company's wholly-owned subsidiaries, the provisions of the preceding three paragraphs under this article and item (V) under Article 32 shall apply.

When a shareholder requests to review and duplicate the relevant information mentioned in the preceding paragraph or requests for materials, he/she shall provide the Company with written documents evidencing the class and number of shares of the Company held by him/her, and the Company shall provide the same as requested in accordance with the provisions of the Articles of Association after verification of shareholder's identity.

Article 34 If the resolutions of the general meeting and the board of directors of the Company violate the laws and administrative regulations, the shareholders have the right to request the people's court to rule that such resolutions are invalid.

If the convening procedures and voting methods of the general meeting and the meeting of the board of directors violate the laws, administrative regulations or the Articles of Association, or the content of the resolutions violates the Articles of Association, the shareholders shall have the right to request the people's court to revoke the resolutions within 60 days from the date when the resolutions are made. However, this shall not apply where the convening procedures or voting methods of the general meeting or the meeting of the board of directors involve only minor defects and have no material impact on the resolutions.

Where the board, shareholders or other stakeholders dispute the validity of a resolution of a general meeting, they shall promptly file a lawsuit with the people's court. Prior to the issuance of a judgement or ruling by the people's court to annul such resolution or otherwise, the relevant

parties shall comply with and implement the resolution of the general meeting. The Company, its directors and senior management shall perform their duties diligently to ensure the normal operation of the Company.

Where the people's court makes a judgement or ruling on the relevant matter, the Company shall fulfil its obligations to disclose the information in accordance with laws, administrative regulations, relevant regulations of the CSRC and the stock exchange of the place where the Company's shares are listed, fully explain the impact thereof, and actively cooperate with the authorities in the enforcement of the judgement or ruling after it has come into effect. If the matter involves the correction of prior-period items, the Company shall handle such corrections in a timely manner and perform the corresponding disclosure obligations.

Shareholders who have not been notified to participate in the general meeting may file a petition with the people's court to request the revocation of the resolution within 60 days from the date on which they knew or ought to have known that the resolution was made at the general meeting. If they do not exercise the right of revocation within one year from the date of the resolution, such right shall be extinguished.

Article 35 A resolution of the general meeting or board meeting shall be invalid under the following circumstances:

(I) No general meeting or board meeting has been convened to pass the resolution;

(II) The resolution is not voted on at the general meeting or board meeting;

(III) The number of attendees or the voting rights held by them fail to meet the quorum or the number of voting rights as stipulated in the Company Law or the Articles of Association;

(IV) The number of attendees voting in favor of the resolution or the voting rights held by them fail to meet the quorum or the number of voting rights as stipulated in the Company Law or the Articles of Association.

Article 36 If any director or senior management member (other than a member of the audit committee) violates laws and administrative regulations or the Articles of Association in fulfilling his/her duties to the Company, thereby causing any loss to the Company, the shareholder(s) severally or jointly holding 1% or more shares of the Company for more than 180 consecutive days shall have the right to request the audit committee under the board of directors in writing to institute legal proceedings at the people's court; if the audit committee under the board of directors violates laws and administrative regulations or the Articles of Association in fulfilling its duties to

the Company, thereby causing any loss to the Company, the aforementioned shareholders shall have the right to request the board of directors in writing to institute legal proceedings at the people's court.

If the audit committee under the board of directors or the board of directors refuses to institute legal proceedings after receipt of the aforesaid signed written request or fails to institute legal proceedings within 30 days after receipt of the request, or if under urgent circumstances that any delay of legal proceedings may cause irrecoverable damages to the interests of the Company, the shareholders specified above shall have the right to directly institute legal proceedings at the people's court in their own names for the interest of the Company.

If any other person infringes upon the legitimate rights and interests of the Company, thereby causing any loss to the Company, the shareholders specified in the first paragraph of this article may institute legal proceedings at 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 falls under any circumstance specified in the preceding provisions, or where any other person infringes upon the lawful rights and interests of such wholly-owned subsidiary, thereby causing losses, any shareholders individually or jointly holding 1% or more of the Company's shares for more than 180 consecutive days shall have the right to submit a written request to the supervisors/the board of supervisors/audit committee under the board of directors or the board of directors of the wholly-owned subsidiary to initiate legal proceedings with the people's court in accordance with the preceding three paragraphs of this article or directly initiate legal proceedings with the people's court in their own name.

Article 37 If any director or senior management member violates the laws and administrative regulations or the Articles of Association, thereby causing any loss to the shareholders, the shareholders may institute legal proceedings at the people's court.

Article 38 Shareholders of the Company shall assume the following obligations:

(I) to abide by laws, administrative regulations and the Articles of Association;

(II) to make capital contributions based on the shares subscribed for by them and the method of acquiring such shares;

(III) not to withdraw their share capital unless prescribed otherwise in laws and regulations;

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

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

If a shareholder of the Company abuses the rights of shareholders and causes damage to the Company or other shareholders, he/she shall be liable to compensation in accordance with the laws; where a shareholder of the Company has abused the Company's independent legal person status and shareholder's limited liability for debt evasion and caused serious damage to the interest of the Company's creditors, he/she shall bear joint liability for the debts of the Company.

If a shareholder uses two or more companies under its/his/her control to engage in the acts specified in the preceding paragraph, each company shall bear joint liability for the debts of any of the companies.

Section 2 Controlling Shareholder and Actual Controlling Party

Article 39 The controlling shareholders and actual controlling party of the Company shall exercise their rights and fulfill their obligations in accordance with the laws, administrative regulations, relevant regulations of the CSRC and the stock exchange of the place where the Company's shares are listed, and safeguard the interests of the listed company.

Article 40 The controlling shareholder and actual controlling party of the Company shall comply with the following provisions:

(I) exercise shareholders' rights in accordance with the law, and not to abuse the control right or use connected relationships to jeopardize the legitimate rights and interests of the Company or other shareholders;

(II) strictly perform the public statements and commitments made, and shall not arbitrarily change or exempt them;

(III) strictly fulfill the information disclosure obligations in accordance with the relevant regulations, actively and proactively cooperate with the Company in the information disclosure, and inform the Company in a timely manner of material events that have occurred or are intended to occur;

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

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

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

(VII) not to jeopardize the legitimate rights and interests of the Company and other shareholders through unfair connected transactions, profit distribution, asset reorganization, external investment and any other means;

(VIII) ensure the integrity of the Company's assets, staff independence, financial independence, organizational independence and business independence, and not to affect the independence of the Company in any way;

(IX) laws, administrative regulations, provisions of the CSRC, business rules of the stock exchange of the place where the Company's shares are listed, and other provisions of the Articles of Association.

If the controlling shareholder or actual controlling party of the Company does not act as a director of the Company but actually executes the affairs of the Company, the provisions of the Articles of Association relating to the obligations of loyalty and diligence of directors shall apply.

If the controlling shareholder or actual controlling party of the Company instructs a director or a senior manager to engage in an act that is detrimental to the interests of the Company or the shareholders, he or she shall be jointly and severally liable with such director or senior manager.

Article 41 If the controlling shareholder or actual controlling party of the Company pledges the Company's shares held by him/her or under his/her effective control, he/she shall maintain the Company's control right and production and operation stability.

Article 42 If the controlling shareholder or actual controlling party transfers the Company's shares held by him/her, he/she shall comply with the restrictive provisions on share transfer under the laws, administrative regulations and relevant regulations of the CSRC and the stock exchange of the place where the Company's shares are listed, and the commitments made on restricting share transfer.

Section 3 General Provisions for General Meeting

Article 43 The general meeting is the organ of authority of the Company, which consist of all shareholders and shall exercise the following functions and powers according to laws:

(I) to elect and replace directors and to determine matters relating to remuneration of the directors;

(II) to consider and approve the reports of the board of directors;

(III) to consider and approve the Company's profit distribution plan and loss recovery plan;

(IV) to resolve on increase or decrease of the registered capital of the Company;

(V) to resolve on issuance of bonds by the Company;

(VI) to resolve on the merger, division, dissolution and liquidation of the Company or changes in the form of the Company;

(VII) to amend the Articles of Association;

(VIII) to resolve on appointment and dismissal of the Company's accounting firm which undertakes the audit engagements of the Company;

(IX) to consider and approve the transactions that should be decided by the general meeting according to the Articles of Association and the rules of procedure for general meetings and consider the guarantees stipulated in Article 44 of the Articles of Association;

(X) to deliberate the acquisition or disposal of material assets by the Company within one year with a value exceeding 30% of the latest audited total assets of the Company;

(XI) to consider and approve matters relating to the changes in the use of proceeds;

(XII) to deliberate share incentive plans and employee stock ownership plans;

(XIII) to deliberate any transactions where the applicable percentage ratios calculated by the Company pursuant to the percentage ratios requirement under Rule 14.07 of the Hong Kong Listing Rules amount to twenty-five percent (25%) or more (including one-off transactions and a series of transactions requiring a combined percentage ratio, but excluding any transactions that may be exempted from approval of the general meeting

under the Hong Kong Listing Rules or with the approval of Hong Kong Stock Exchange) or any connected transactions where the applicable percentage ratio reaches five percent (5%) or more (including one-off transactions and a series of transactions requiring a combined percentage ratio, but excluding any connected transactions that may be exempted from disclosure or announcement under the Hong Kong Listing Rules or with the approval of Hong Kong Stock Exchange);

(XIV) to consider other matters which, in accordance with laws, administrative regulations, departmental rules, the regulatory rules of the place where the Company's shares are listed or the Articles of Association, shall be approved by the general meeting.

The general meeting may authorize the board of directors to make resolutions on the issuance of corporate bonds.

Article 44 The following external guarantees of the Company shall be considered and approved by the general meeting:

(I) any guarantee provided by the Company and its holding subsidiaries after the total amount of external guarantees has reached or exceeded 50% of the latest audited net assets;

(II) any guarantee provided by the Company after the total amount of external guarantees has reached or exceeded 30% of the latest audited total assets;

(III) guarantee provided by the Company to others with a guarantee amount reaching or exceeding 30% of the latest audited total assets of the Company within one year;

(IV) guarantee provided for a target party whose gearing ratio is over 70%;

(V) guarantee with a single guaranteed amount exceeding 10% of the latest audited net assets;

(VI) guarantee provided to shareholders, de facto controllers and their connected parties.

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

In the event of any loss caused to the Company due to the violation of the approval authority and review procedures for the provision of external guarantees, the relevant directors, senior management and other responsible entities shall be liable for damages in accordance with the law.

Article 45 General meetings are classified into annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once in each fiscal year within six months from the end of the previous fiscal year.

Article 46 The Company shall convene an extraordinary general meeting within two months of the occurrence of any one of the following:

(I) where the number of directors is less than the statutory minimum number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;

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

(III) where shareholders who individually or jointly hold 10% or more of shares of the Company (including preference shares with restored voting rights) request in writing;

(IV) whenever the board of directors deems necessary;

(V) when proposed by the audit committee under the board of directors;

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

Article 47 The venue of the general meeting of the Company shall be the domicile of the Company or the place specified in the notice of general meeting.

The general meeting shall have a venue and be held in the form of a physical meeting. The Company shall also make it convenient for the shareholders through online video and telephone voting. Shareholders participating in the general meeting through the aforesaid means shall be deemed to be present.

If a shareholder participates in the general meeting remotely through the internet, video, telephone or other means, it shall complete registration and identity verification in advance in accordance with the requirements of the notice of general meeting, send its personal information to the Company, and use the link and password provided by the Company to participate in the general

meeting. Without prejudice to the normal convening of the general meeting, the board of directors and the chairman shall arrange for shareholders participating remotely to speak and ask questions during the general meeting. Subject to applicable laws, administrative regulations, departmental rules, normative documents and the Hong Kong Listing Rules, the Company shall also provide online voting to make it convenient for the shareholders to participate in the general meeting.

Upon the dispatch of the notice of general meeting, the venue of the physical general meeting shall not be changed without justified reason.

Section 4 Summoning of General Meeting

Article 48 The board of directors shall summon the general meeting timely within the specified period.

With the approval of a majority of all independent directors, independent directors shall have the right to propose to the board of directors to hold an extraordinary general meeting. The board of directors shall, pursuant to the laws, administrative regulations and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary general meeting within 10 days after receipt of the proposal of the independent director to hold such a meeting.

If the board of directors agrees to hold the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the board of directors, otherwise, the board of directors shall provide reasons and make announcement for not convening the extraordinary general meeting.

Article 49 The audit committee under the board of directors shall have the right to propose to the board of directors to hold an extraordinary general meeting, and shall put forward such proposal to the board of directors in writing. The board of directors shall, pursuant to the laws, administrative regulations and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary general meeting within 10 days after receipt of the proposal.

If the board of directors agrees to hold the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the board of directors. Any change to the original proposal set forth in the notice shall be subject to approval by the audit committee under the board of directors.

If the board of directors does not agree to hold the extraordinary general meeting or fails to give a written reply within 10 days after receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the general meeting, and the audit committee under the board of directors may convene and preside over the meeting by itself.

Article 50 Shareholder(s) severally or jointly holding more than 10% shares of the Company (including preference shares with restored voting rights) shall have the right to request the board of directors to hold an extraordinary general meeting and to include proposals in the agenda of the meeting, and shall put forward such request in writing. The board of directors shall, pursuant to the laws, administrative regulations and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary general meeting within 10 days after receipt of the request.

Where the board of directors agrees to hold the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after the resolution is made by the board of directors. Any change to the original request set forth in the notice shall be subject to approval by the relevant shareholders.

If the board of directors does not agree to hold the extraordinary general meeting or fails to give a reply within 10 days after receipt of the request, shareholder(s) severally or jointly holding more than 10% shares of the Company (including preference shares with restored voting rights) shall be entitled to propose to the audit committee under the board of directors to hold an extraordinary general meeting and to include proposals in the agenda of the meeting, and shall put forward such request to the audit committee under the board of directors in writing.

If the audit committee under the board of directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within 5 days after receipt of the said request. In the event of any change to the original request set forth in the notice, the consent of relevant shareholder(s) shall be obtained.

If the audit committee under the board of directors fails to serve the notice of general meeting within the prescribed period, the audit committee under the board of directors shall be deemed as failing to convene and preside over the general meeting. The shareholder(s) severally or jointly holding more than 10% shares of the Company (including preference shares with restored voting rights) for more than 90 consecutive days may convene and preside over the meeting by themselves.

Article 51 Where the audit committee under the board of directors or shareholders decide to convene a general meeting by itself/themselves, it/they shall notify the board of directors in writing and file with the stock exchange of the place where the Company's shares are listed (if required).

The audit committee or the convening shareholders shall, upon issuing a notice of general meeting and announcing the resolution thereof, submit the relevant documentation to the stock exchange of the place where the Company's shares are listed.

Prior to the announcement of the resolution of the general meeting, the shareholding of the convening shareholders (including preference shares with restored voting rights) shall not be less than 10%.

Article 52 With regard to the general meeting convened by the audit committee under the board of directors or shareholders on its/their own initiative, the board of directors and the secretary to the board of directors shall offer cooperation. The board of directors shall provide a register of members as of the record date.

Article 53 If the audit committee under the board of directors or shareholders itself/themselves convene a general meeting, the expenses necessary for the meeting shall be borne by the Company.

Section 5 Proposals and Notices of General Meeting

Article 54 The content of proposals shall fall within the terms of reference of the general meeting, shall contain clear topics and specific resolutions and shall comply with relevant provisions of the laws, administrative regulations and the Articles of Association.

Article 55 When the Company convenes a general meeting, the board of directors, the audit committee under the board of directors and the shareholders who individually or collectively hold more than 1% shares of the Company (including preference shares with restored voting rights) shall have the right to put forward proposals to the Company.

Shareholders who individually or collectively hold more than 1% shares of the Company (including preference shares with restored voting rights) may put forward an interim proposal in writing 10 days before the convening of the general meeting and submit it to the convener. Any interim proposal shall contain clear topics and specific resolutions. The convener shall issue a supplemental notice of the general meeting within 2 days after receiving the proposal and shall submit such interim proposal to the general meeting for deliberation. However, any interim proposal which contravenes laws, administrative regulations or the Articles of Association, or falls outside the terms of reference of the general meeting, shall be excluded.

Except for above-mentioned circumstances, the convener shall not amend the proposals specified in the notice of the general meeting or add new proposals after the notice of the general meeting has been issued.

No voting shall be carried out and no resolution shall be made over the proposals that are not specified in the notice of general meeting or do not comply with the provisions of the Articles of Association.

Article 56 The convener shall notify all shareholders by way of announcement at least 21 days before the annual general meeting is held, and shall notify all shareholders by way of announcement 15 days before an extraordinary general meeting is held. The aforesaid periods shall not include the day on which the meeting is held. Where laws, regulations and the securities regulatory authorities of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

The notice of the general meeting shall, subject to applicable laws, regulations and the listing rules of the place where the Company's shares are listed, be published on the Company's website or the website designated by the Hong Kong Stock Exchange. Where an announcement is required to be made to holders of overseas-listed foreign shares under the Articles of Association, the relevant announcement shall also be published in accordance with the methods stipulated in the Hong Kong Listing Rules. For holders of domestic non-listed shares, the notice of the general meeting may also be given by way of announcement.

Article 57 The notice of a general meeting shall include the following:

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

(II) matters and proposals submitted to the meeting for deliberation;

(III) a clear text stating that all common shareholders (including preference shares with restored voting rights) and shareholders holding special voting rights shares are all entitled to attend the general meeting and may appoint a proxy in writing to attend and vote at the meeting. Such proxy need not be a shareholder of the Company and if such shareholder is so represented, it shall be treated as being present at any meeting in person;

(IV) the shareholding registration date of shareholders entitled to attend the general meeting;

(V) the name and phone number of the permanent contact person for the meeting;

(VI) the voting time and voting procedure for internet or other alternative voting methods;

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

The notice of general meeting and any supplementary notice shall contain full and complete disclosure of all substantive details of every proposed resolution.

Article 58 If the election of directors is proposed to be discussed at a general meeting, the notice of such meeting shall adequately disclose the detailed information of the candidates for directors, which shall at least include:

(I) personal particulars, including educational background, work experience, and part time jobs;

(II) whether one has any connected relations with the Company, its controlling shareholders and de facto controllers;

(III) the number of shares of the Company one holds;

(IV) whether one has been punished by the CSRC or any other relevant authority or the reprimand of the stock exchange;

(V) the information of the directors newly appointed, or reappointed or transferred that shall be disclosed according to the provisions of the securities regulatory rules of the place where the Company's shares are listed.

Unless a director is elected via the cumulative voting system, each candidate for director shall be proposed via a single proposal.

Article 59 After the notice of general meeting is issued, the same meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the Company or the convener shall make an announcement and give the reasons therefore according to laws, regulations and the securities regulatory rules of the place where the Company's shares are listed. Where a general meeting is postponed, the date of the postponed meeting shall be announced in the notice.

Section 6 Convening of General Meeting

Article 60 The board of directors of the Company and other conveners shall take necessary measures to ensure the proper order of the general meeting. The board of directors and other conveners shall take measures to stop any act disturbing the general meeting, seeking trouble and infringing upon the legitimate rights and interests of shareholders, and shall report such act to the relevant authority for investigation and treatment.

Article 61 When a general meeting is held, all ordinary shareholders registered in the register of shareholders on the record date (including holders of preference shares with restored voting rights), shareholders holding shares with special voting rights and other shareholders, or their proxies, shall be entitled to attend the general meeting and exercise voting rights thereat in accordance with relevant laws, regulations, the listing rules of the stock exchange of the place where the Company's shares are listed and the Articles of Association (including abstaining from voting on specific matters in accordance with relevant provisions).

A shareholder may attend a general meeting in person or appoint a proxy to attend and vote on his/her behalf.

If such shareholder is a recognized clearing house (or its agent) as defined in the relevant ordinances in force from time to time in Hong Kong, such shareholder may authorize one or more persons as it considers appropriate to act as its representative at any general meeting; provided that if more than one person is authorized, the instrument of authorization shall specify the number and class of shares in respect of which each such person is so authorized, and the instrument of authorization shall be signed by the authorized personnel of the recognized clearing house. A person so authorized may attend the meeting on behalf of the recognized clearing house (or its agent) (without presenting shareholding certificates, notarized authorization and/or further evidence proving that he/she is duly authorized), speak and exercise rights at the meeting as if he/she were an individual shareholder of the Company. Such authorized persons shall enjoy the same legal rights as other shareholders, including the right to speak and vote.

Article 62 An individual shareholder attending a general meeting in person shall present his/her identity card or other valid identity certificates; a proxy attending a general meeting on behalf of an individual shareholder shall present his/her identity card and power of attorney of the shareholder.

For a corporate shareholder, its legal representative or a proxy appointed thereby shall attend the meeting. The legal representative attending the meeting shall present his/her identity card or valid certificate bearing evidence of his/her qualifications as legal representative. The proxy attending the meeting on behalf of the legal representative shall present his/her identity card and the written power of attorney lawfully issued by the legal representative of the corporate shareholder or the form of proxy (save where the shareholder is a recognized clearing house, as defined in the relevant ordinances from time to time in force in Hong Kong, or its nominee). If the corporate shareholder has appointed a representative to attend any meeting, it shall be deemed to be present in person.

Article 63 Any shareholder who is entitled to attend and vote at a general meeting has the right to appoint one or several persons (who may not be a shareholder) as his/her proxy(ies) of a shareholder to attend the meeting and vote on his/her behalf. Any proxy statement issued by a shareholder who authorizes a proxy to attend the general meeting on his/her behalf shall include the following details:

(I) the name or title of the appointer, class and number of the Company shares held;

(II) the name or title of the proxy;

(III) the shareholder's specific instructions, including respective instructions on voting for, against or abstaining on each item for deliberation listed in the general meeting agenda;

(IV) the issuance date and valid period of the proxy statement;

(V) the signature (or seal) of the appointer. Where the appointer is a corporate shareholder, the corporate seal of the legal entity shall be affixed.

A power of attorney shall state clearly that the proxy shall be entitled to vote or not at his discretion in the absence of specific instructions from the shareholder.

Article 64 If the power of attorney for voting by proxy is signed by the authorized person of the principal, the letter of authority for signing or other authorization documents shall be notarized. The notarized power of attorney and other authorization documents shall, together with the power of attorney for voting, be deposited at the Company's domicile or at such other place as specified in the notice of the meeting 24 hours before the relevant meeting is held or 24 hours before the designated voting time.

Article 65 Attendees' register shall be prepared by the Company. The attendees' register shall state the names (or names of the corporations), identification card number or business license number of the enterprise legal person, the number of voting shares held or represented, names of the principals (or names of the corporations) and so on.

Article 66 The convener shall verify the validity of the shareholders' qualifications based on the register of members, and shall register the names of the shareholders as well as the number of their voting shares. The registration for a meeting shall be completed before the presider announces the number of shareholders and proxies that attend the meeting and the total number of their voting shares.

Article 67 Where directors and senior management are required to be present at the general meeting, they shall attend the meeting and answer the inquiries of shareholders.

Article 68 General meetings shall be presided over by the chairman. Where the chairman fails to or does not fulfil the duty thereof, majority of the directors may jointly elect a director to preside over the meeting.

A general meeting convened by the audit committee under the board of directors itself shall be presided over by the convener of the audit committee under the board of directors. Where the convener of the audit committee fails to or does not fulfil the duty thereof, a majority of all members of the audit committee may jointly elect a member of the audit committee to preside over the meeting.

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

When a general meeting is held and the presider violates the rules of procedure, causing the general meeting to be unable to proceed, a person may be elected at the general meeting to act as the presider and continue the meeting, subject to the approval of more than half of the attending shareholders with voting rights.

Article 69 The Company shall formulate rules of procedure for general meetings defining in detail the summoning, convening and voting procedure of general meetings, covering notification, registration, consideration of proposal, voting, counting of votes, announcement of voting result, formation of resolution, meeting minutes and signing thereof, and the principle and specific content of authorization of the general meetings on the board of directors. The rules of procedure for general meetings shall be an appendix to the Articles of Association and shall be formulated by the board of directors and approved at the general meeting.

Article 70 The board of directors shall report its work in the preceding year at the annual general meeting.

Article 71 Directors and senior management shall make explanations in relation to the inquiries and suggestions made by shareholders at general meetings.

Article 72 The presider shall, prior to voting, declare the number of attending shareholders and their proxies as well as the total number of their voting shares, and the number of attending shareholders and their proxies and the total number of their voting shares shall be as recorded in the meeting's register.

Article 73 Minutes of a general meeting shall be kept by the secretary to the board of directors. The minutes of the meeting shall specify:

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

(II) the names of the presider, and the directors, manager and other senior management members attending or present at the meeting;

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

(IV) the consideration process, summaries of speeches and voting results for each proposal;

(V) inquiries or suggestions made by the shareholders, and the corresponding responses or explanations;

(VI) the names of the vote-counter and scrutineer;

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

Article 74 The convener shall ensure the minutes of the meeting are true, accurate and complete. The attending or present directors, secretary to the board of directors, convener or representative thereof, the presider and the record keeping personnel shall sign the minutes of the meeting.

The minutes of the meeting, together with the signed attendance record of those attending shareholders and the power of attorney for attendance by proxy, and the valid information relating to the voting through network and other means shall be kept for at least 10 years.

Article 75 The convener shall ensure that a general meeting is held continuously until final resolutions are arrived at. If the general meeting is terminated or fails to reach any resolution due to force majeure or for other special reasons, the convener shall take necessary measures to resume the general meeting as soon as possible or directly terminate the general meeting and make a responsive notice.

Section 7 Voting and Resolutions of General Meeting

Article 76 Resolutions of general meetings are divided into ordinary resolutions and special resolutions.

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

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

Article 77 The matters set out in items (IV), (VI), (VII), (X) and (XII) under Article 43 of the Articles of Association, as well as other matters stipulated by laws, administrative regulations, departmental rules or the Articles of Association, and other matters which are required by laws, administrative regulations, departmental rules or the Articles of Association and are determined by ordinary resolution of the general meeting to have material impact on the Company and therefore require special resolution approval, shall be passed by a special resolution of the general meeting. All other matters shall be passed by ordinary resolution of the general meeting.

Article 78 Shareholders (including proxies) shall exercise their voting rights based on the number of voting shares they represent, and each share has one voting right. On a poll taken at a meeting, a shareholder (including proxy thereof) entitled to two or more votes need not cast all his/her votes in the same way (vote for, against or abstain from voting).

The votes cast by minority investors shall be separately counted when material matters affecting the interests of minority investors are deliberated at the general meeting. The results of the separate vote-counting shall be publicly disclosed in a timely manner in accordance with the laws, administrative regulations, departmental rules, normative documents, the listing rules of the stock exchange of the place where the Company's shares are listed or the Articles of Association.

The shares of the Company held by itself do not have voting rights, and such shares shall not be counted in the total number of shares with voting rights present at the general meeting, and shall not be deposited into the Central Clearing and Settlement System.

If a shareholder purchases any voting shares of the Company in violation of paragraphs 1 and 2 of Article 63 of the Securities Law, voting rights of the shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such shares shall not be counted in the total number of voting shares at the general meeting.

The board of directors, independent directors and a shareholder of the Company holding more than 1% of the voting shares or an investor protection organization established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit shareholders' voting rights. Where shareholder rights are solicited, the solicitor shall disclose to the persons solicited such information as the specific voting intentions. It is prohibited to solicit shareholders'

voting rights in a covertly or overtly payable manner. Apart from statutory conditions, the Company shall not impose restrictions on the minimum shareholding percentage for solicitation of voting rights.

Article 79 When a connected transaction is considered at a general meeting, connected shareholders shall not vote, and the voting shares they represent shall not be counted in the total number of valid voting shares; the resolution made at the general meeting shall adequately disclose information relating to voting by non-connected shareholders, as well as other content required by the security regulatory rules of the place where the Company's shares are listed.

Before a connected transaction matter is deliberated at the general meeting, the Company shall determine the scope of connected shareholders in accordance with relevant laws, regulations and normative documents. A connected person or its authorized representative may attend the general meeting and may, in accordance with the meeting procedures, state his/her views to the shareholders present, but shall voluntarily abstain from voting. Where a connected person fails to voluntarily abstain from voting, other shareholders attending the meeting shall have the right to require him/her to abstain from voting. After the connected person abstains, the other shareholders shall vote according to the voting rights they hold and pass the corresponding resolution in accordance with the Articles of Association; the chairman of the meeting shall announce the number of shareholders and proxies attending the meeting other than the connected persons and the total number of voting shares held by them.

An ordinary resolution on a connected transaction matter shall be passed by more than half of the voting shares held by non-connected shareholders attending the general meeting; a special resolution shall be passed by two-thirds or more of the voting shares held by non-connected shareholders attending the general meeting.

Where a connected person votes in violation of this article, his/her vote on the relevant connected transaction matter shall be invalid.

Article 80 Unless the Company is in a crisis or any special circumstance, the Company shall not enter into any contract with anyone other than a director, manager and other senior management members to have all or significant part of the Company's business in the care of the said person, without the approval by special resolutions at a general meeting.

Article 81 List of candidates for directors shall be proposed by way of proposal at general meetings for voting.

Elections of directors at a general meeting may be conducted by way of the cumulative voting system pursuant to the Articles of Association or resolutions of the general meeting.

The cumulative voting system as referred above means that when a director is elected at the general meeting, each share shall carry the same number of voting rights as the number of directors to be elected meeting, and shareholders may cast their votes in a centralized manner.

Article 82 Except for the cumulative voting system, all resolutions shall be resolved on a case-by-case basis at the general meeting. Where different resolutions for the same issue are proposed, such resolutions shall be voted on and resolved in the order of time at which they have been proposed. Unless the general meeting is terminated or no resolution can be made due to special reasons such as force majeure, voting of such proposals shall neither be put on hold nor withheld at the general meeting.

Article 83 When considering a resolution at a general meeting, no amendment shall be made thereto. Otherwise, the relevant amendment shall be considered as a new resolution, on which the voting shall not proceed at that meeting.

Article 84 The same voting right may only be exercised by choosing one of the on-site, online or other voting methods. Subject to the applicable laws, regulations and the listing rules of the place where the Company's shares are listed, the general meeting may adopt electronic means when voting on proposals. In the event that the same voting right is repeated, the result of the first vote shall prevail.

Article 85 Unless otherwise required by relevant laws and regulations and the listing rules of the stock exchange of the place where the Company's shares are listed, voting at a general meeting shall be taken by way of a poll of registered voters.

Article 86 Before the proposals are voted on at the general meeting, two shareholder representatives shall be elected to participate in vote counting and scrutinizing. If these shareholders are interested in the matters to be examined, the relevant shareholders and their proxies shall not participate in the vote counting or scrutinizing.

When the proposals are being voted at the general meeting, shareholders representatives and other relevant persons appointed in accordance with the securities regulatory rules of the place where the Company's shares are listed shall be jointly responsible for vote counting and scrutinizing, and the presider of the meeting shall announce the voting results onsite, while the result of the vote shall be recorded in the minutes of the meeting.

Shareholders of the Company or their proxies voting through the internet or other methods shall have the right to check their own votes cast through the relevant voting system.

Article 87 An on-site general meeting shall not end earlier than the one held through internet or by other methods. The presider of the meeting shall announce the voting and result of each proposal and declare whether the proposal is passed based on the voting results.

Before announcing the poll results officially, the companies, the vote-counter, the voting scrutineer, shareholders and the internet service providers involved in the voting at the general meeting, through the internet and other methods shall assume confidentiality obligations.

Article 88 Shareholders present at the general meeting shall give one of the following comments to the proposals put forward for voting: for, against or abstention.

Unmarked, incorrectly marked, illegible voting tickets or uncast voting tickets, shall be deemed as the voters' waiver of their voting rights, and the voting results for the shares held by them shall be counted as "abstention".

Where any shareholder is required to abstain from voting on a certain resolution, or is restricted to only voting in favour of (or against) a certain resolution pursuant to the regulatory rules of the place where the Company's shares are listed, the vote cast by such shareholders or their proxies in violation of the relevant provisions or restrictions shall not be counted.

Article 89 If the presider of the meeting has any doubt on the poll results, he/she may arrange for vote counting. If the presider of the meeting does not arrange for vote counting and the shareholders or their proxies attending the meeting object to the results announced by the presider, they shall have the right to demand vote counting immediately after the announcement of the voting results, and the presider of the meeting shall arrange for vote counting immediately.

Article 90 The resolutions of general meetings shall be announced in a timely manner in accordance with the relevant laws and regulations, departmental rules, normative documents, the regulatory rules of the place where the Company's shares are listed or the Articles of Association. The announcement shall set out the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and their proportion to the total number of voting shares of the Company, the voting method, the voting results of each proposal, the detailed content of each resolution passed, and other content required by the securities regulatory rules of the place where the Company's shares are listed.

Article 91 If a proposal is not passed or a resolution passed at the previous general meeting is amended at such general meeting, it shall be set out as a special reminder in the resolutions of the general meeting.

Article 92 Where a proposal on election of directors is passed at the general meeting, the term of office of a new director shall commence on the date on which such resolution is passed at the general meeting or such other date as determined by the resolution of the general meeting.

Article 93 Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves is passed at the general meeting, the Company shall implement the specific scheme within two months after conclusion of the general meeting.

CHAPTER V DIRECTORS AND BOARD OF DIRECTORS

Section 1 General Provisions for Directors

Article 94 The directors of the Company are natural persons. None of the following persons shall serve as the Company's director:

(I) A person who has no civil capacity or has limited civil capacity;

(II) A person who has been imposed criminal penalty for the offense of corruption, bribery, embezzlement, larceny, or disrupting the socialist market economic order or has been deprived of political rights because of this conviction and is within five years of the expiry date of the sentence or if having been sentenced to probation, where less than 2 years have elapsed since the completion of the probationary period;

(III) A person who is a former director, factory manager or manager of a company or enterprise that is bankrupt and liquidated, was personally liable for the bankruptcy of such company or enterprise, and is within three years of the date of completion of bankruptcy and liquidation of such company or enterprise;

(IV) A person who has served as the legal representative of a company or enterprise whose business license was revoked or was ordered to close due to violation of laws, was personally liable, and is within three years of the date on which the business license of such company or enterprise was revoked or was ordered to close;

(V) A person who has a relatively large amount of debt which was not paid at maturity and has been listed as a defaulter by the people's court;

(VI) A person who is subject to CSRC punishment which prohibits him/her from entering into the securities market for a period that has not yet expired;

(VII) A person who has been publicly censured by the stock exchange as unfit to serve as a director or senior management of a listed company, and the disqualification period has not expired;

(VIII) Other matters that shall not serve as a director of a company stipulated by laws, administrative regulations, departmental rules, normative documents, the regulatory rules of the place where the Company's shares are listed or the requirements of the relevant regulatory authorities.

For any election and appointment of a director in contravention of the provisions of the preceding paragraphs, such election, appointment or employment shall be null and void. Where a director falls into any of the circumstances stipulated in this article during his/her term of office, the Company shall remove him/her from office and suspend the performance of his/her duties.

Article 95 An employee representative on the board of directors (if any) shall be elected by the Company's employees through the employee representative assembly, employee assembly, or other forms of democratic elections. Non-employee representative directors shall be elected or replaced by a general meeting and may have their office terminated by a general meeting prior to the expiration of their term of office. Directors are appointed for a term of three years, subject to re-election upon expiry of the term. Before the expiration of a director's term of office, he/she may be removed by an ordinary resolution of the shareholders' meeting, but such removal shall not affect any claim for damages made by the director under any contract.

A director's term of office shall commence from the date when he/she takes office and end upon expiry of the term of the current session of the board of directors. Where a director is not re-elected in a timely manner upon the expiration of his/her term of office, the original director shall still comply with the laws, administrative regulations, departmental rules, listing rules of the stock exchange(s) where the Company's shares are listed and the Articles of Association to perform his/her duties before the re-elected director takes office.

The members of senior management may concurrently serve as a director, provided that the aggregate number of the directors, who concurrently serve as members of senior management, shall not exceed one half of all the directors of the Company.

Article 96 The directors shall comply with the laws, administrative regulations and the provisions of the Articles of Association and shall faithfully perform their following obligations to the Company and take measures to avoid the conflict between their own interests and those of the Company and shall not seek any improper interests by taking advantage of their powers.

Article 97 Directors owe the following fiduciary duties to the Company:

(I) not to misappropriate the properties of the Company, misappropriate the money of the Company;

(II) not to deposit any money of the Company in any accounts under their names or in the names of other persons;

(III) not use the authority to take bribes or solicit other illegal incomes;

(IV) not to directly or indirectly enter into contracts or transactions with the Company before reporting to the board of directors or the general meeting and passing the resolution at the board meeting or the general meeting in accordance with the Articles of Association;

(V) not to use their position to obtain business opportunities that belongs to the Company for themselves or others, unless reported to the board of directors or the general meeting and approved by a resolution of the general meeting, or the Company is not able to take advantage of the business opportunity in accordance with the laws, administrative regulations, the regulatory rules of the place where the Company's shares are listed or the provisions of the Articles of Association;

(VI) not to engage in business similar to that of the Company for themselves or others before reporting to the board of directors or general meeting and obtaining the approval of the general meeting in accordance with the Articles of Association;

(VII) not to accept commissions in relation to transactions between any other third party and the Company;

(VIII) not to disclose the secrets of the Company without consent;

(IX) not to use their connections to harm the interests of the Company;

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

The Company shall be entitled to the income gained by the directors in violation of this article; the director shall be liable for compensation if any loss is caused to the Company.

When the board of directors resolves the matters specified in (IV)to (VI) items of this article, the related directors shall abstain from voting, and their voting rights shall not be included in the total number of voting rights. If less than three non-related directors are present at the board meeting, the matter shall be proposed to the general meeting for consideration and approval.

Article 98 The directors shall comply with the laws, administrative regulations and the provisions of the Articles of Association and shall diligently perform their obligations with the reasonable care normally expected of a manager in the best interests of the Company.

Directors owe the following diligence duties to the Company:

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

(II) to treat all shareholders equally and fairly;

(III) to understand the operation and management of the Company in a timely manner;

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

(V) to provide all relevant information and materials required by the audit committee and shall not intervene the performance of duties of the audit committee;

(VI) to perform other obligations of diligence stipulated by the laws, administrative regulations, departmental rules, the listing rules of the stock exchanges where the shares of the Company are listed and the Articles of Association.

Article 99 Director who fails to attend two consecutive meetings of the board of directors in person and does not delegate another director to attend the meeting on his/her behalf shall be deemed as unable to perform his/her duties. The board of directors shall propose to the general meeting for removal of such director.

Article 100 Directors may resign prior to the expiration of their term of office. The resigning director shall submit a written resignation report to the Company. The resignation shall take effect on the day when the Company receives the resignation report, and the Company shall disclose the relevant information within 2 trading days.

If the number of the members of the board of directors is less than the statutory minimum number due to the resignation of any director, such former director(s) shall continue to perform the director's duties in accordance with laws, administrative regulations, departmental rules and the Articles of Association until the newly-elected director(s) take office.

Article 101 The Company shall establish a director resignation management system to specify the safeguarding measures for pursuing liability and compensation for unfulfilled public commitments and other outstanding matters. When the resignation of a directors takes effect or his/her term of service expires, the director shall complete all handover process with the board of directors. The fiduciary duties of a director owed to the Company and shareholders shall not be relieved after the termination of his or her term of office and shall remain effective for 3 years after the effectiveness of resignation or expiration of his or her term of office. A director's liability for actions taken in the performance of his/her duties during his/her term of office shall not be waived or terminated upon termination of tenure.

After the effectiveness of the resignation of a director or the expiration of his or her term of office, his or her obligation to keep in confidence the trade secrets of the Company shall survive the termination of his or her term of office, and such director shall not conduct any business the same as or similar to that of the Company by making use of the key technology of the Company. Other duties may continue for such period as the principle of fairness may require, depending on the length of time which has elapsed between the occurrence of the event concerned and the termination of tenure, and the circumstances and terms under which the relationships between them and the Company have been terminated.

Article 102 The general meeting may resolve to remove a director, and the removal shall take effect on the date the resolution is passed.

If a director is removed without just cause before the expiration of their term, the director may demand compensation from the Company.

Article 103 Unless legally authorized by the Articles of Association or the board of directors, no director shall act on behalf of the Company or the board of directors. When a director acts in his/her own name and a third party reasonably considers such director acts on behalf of the Company or the board of directors, such director shall declare in advance his/her position and capacity.

Article 104 A director shall be liable for compensation if any loss is caused to the Company as a result of a violation by him/her of any laws, administrative regulations, departmental rules or the Articles of Association in the course of performing his/her duties.

Where a director causes damage to others in the performance of his/her duties, the Company shall be liable for compensation; if the director acted with intent or gross negligence, he/she shall also be liable for compensation.

The Company shall purchase liability insurance for the compensation liability that the directors may bear during their tenure as directors in the course of performing their duties.

After the Company insures the directors with liability insurance or re-insures, the board of directors shall report to the shareholders' meeting the details such as the insured amount, coverage scope and insurance rate of the liability insurance.

Section 2 Board of Directors

Article 105 The Company has established the board of directors, which consists of nine directors, including one chairman. The chairman shall be elected with approval of more than half of all the directors. The directors are categorized as executive directors, non-executive directors, and independent non-executive directors, among whom non-executive directors refer to those who do not hold any management position in the Company. Independent non-executive directors shall constitute not less than one-third of the Board and not less than 3. At least one of the independent non-executive directors shall be a financial or accounting professional possessing appropriate accounting or related financial management expertise or appropriate professional qualifications under the Listing Rules of Hong Kong Stock Exchange. At least one independent non-executive directors shall be ordinarily resident in Hong Kong.

Article 106 The board of directors shall exercise the following functions and powers:

(I) to convene general meetings and report to the general meetings;

(II) to implement resolutions of the general meetings;

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

(IV) to formulate the Company's profit distribution plans and plans on making up losses;

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

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

(VII) within the scope of the authorization granted by the general meeting, to determine the matters such as external investments, purchase and sale of assets, mortgage of assets, external guarantee, entrustment of financial management, connected transactions and external donations;

(VIII) to decide on establishment of internal management organs of the Company;

(IX) to decide on the appointment or dismissal of the Company's manager, secretary of the board of directors and other members of the senior management and decide on matters of their remuneration and rewards and punishments; to decide on the appointment or dismissal of the Company's chief strategy officer, financial officer and other senior management, and decide on matters of their remuneration, rewards and punishments according to the nomination of the manager;

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

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

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

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

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

(XV) to deliberate and approve external guarantee matters except those requiring general meeting approval;

(XVI) other powers granted by laws, administrative regulations, departmental rules, the Articles of Association, or the general meeting.

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

Article 107 The Company's board of directors shall explain to the general meeting regarding the non-standard auditors' advice given by certified accountant in relation to the financial report of the Company.

Article 108 The board of directors shall formulate the rules of procedure for meetings of the board of directors to ensure the implementation by the board of directors of the resolutions of general meeting, to improve efficiency and to have scientific decision-making.

Article 109 The board of directors of the Company shall determine the authority for external investments, purchase and sale of assets, mortgages of assets, external guarantees, commission financing, material transactions and connected transactions, and establish stringent procedures for review and decision-making. Major investment projects shall be assessed by experts and professionals and reported to the general meeting for approval. Where the laws, administrative regulations, departmental rules, the listing rules of the stock exchanges where the shares of the Company are listed require any transaction or matter of the Company to be submitted to the Board for consideration, such transaction or matter shall be dealt with in accordance with the relevant provisions.

Article 110 The chairman of the board of directors shall exercise the following functions and powers:

(I) to preside over general meetings, convene and preside over the board meetings;

(II) to monitor and check the implementation of the resolutions of the board of directors;

(III) to exercise other functions and powers conferred by the board of directors.

Article 111 When the chairman of the board of directors is unable to or does not carry out duties, more than half of the directors shall nominate a director to carry out duties.

Article 112 The board of directors shall deliberate by means of holding board meetings. board meetings shall consist of regular meetings and interim meetings. board meetings shall be held at least four times a year, and shall be convened by the chairman. A written notice shall be sent to all the directors at least 14 days prior to the convening of the meeting.

Article 113 Shareholders representing one-tenth or more of the voting rights, one-third or more of the directors, or the audit committee of the Board may propose to convene an extraordinary meeting of the board. The chairman shall convene and preside over a meeting of the board of directors within 10 days from receipt of such proposals.

Article 114 Notice of an extraordinary meeting of the board shall be given not less than 3 days before the date of the meeting. Where an extraordinary meeting of the board is required to be convened as soon as possible in emergency circumstances, notice of the meeting may be given by telephone or other oral means, and the notice period shall not be subject to the aforesaid limitation, provided that the convener shall give an explanation at the meeting.

Article 115 A notice of board meeting shall contain the following contents:

(I) date and place of the meeting and the manner in which it is to be held;

(II) duration of the meeting;

(III) cause and topic;

(IV) date of notice;

(V) other details as stipulated in laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchanges where the shares of the Company are listed or the Articles of Association.

Article 116 Meetings of the board of directors shall be held only if more than one half of the directors are present. Unless otherwise provided in the Articles of Association, resolutions of the board of directors shall be passed by a simple majority of all directors.

Resolutions of the board of directors are voted by way of poll with each director having one vote.

Article 117 If any director has connection with the enterprise or individual involved in the resolution made at a board meeting, or has a material interest therein himself/herself or any of his/her associates has a material interest therein, such director shall promptly submit a written report to the board of directors. A director with such connected relationship, or has a material interest in, the relevant matter himself/herself or whose associate has a material interest therein, shall not vote on the said resolution for himself/herself or on behalf of another director, and such director shall not be counted towards the quorum for the relevant meeting. A meeting of the board may be held with the attendance of more than half of the directors who are not connected with, or do not have a material interest in, the relevant matter themselves or whose associates do not have a material interest therein, and resolutions of the meeting of the board shall be passed by more than half of the directors who are not connected with, or do not have a material interest in, the relevant matter themselves or whose associates do not have a material interest therein. If less than

3 directors who are not connected with, or do not have a material interest in, the relevant matter themselves or whose associates do not have a material interest therein attend the meeting of the board, the matter shall be submitted to the general meeting for consideration.

Article 118 Resolutions of the board of directors shall be adopted by way of voting or a show of hands. Provided that the directors may fully express their opinions, extraordinary board meetings may be convened and voted by way of telephone, fax, email and other means, and such resolutions shall be signed by the directors attending the meeting.

The directors shall sign the resolutions of the board of directors and shall be responsible for the resolutions of the board of directors. If the resolution of the board of directors violates the laws, regulations or the Articles of Association and causes the Company to suffer losses, the directors participating in the resolution shall be liable for compensation to the Company. However, if it is proved that a director had expressed objections during the vote and recorded them in the meeting minutes, the director may be exempted from liability.

Article 119 Directors shall attend the meetings of the board of directors in person. Where a director is unable to attend a meeting for any reason, he/she may, by a written power of attorney, appoint another director to attend the meeting on his/her behalf. The power of attorney shall set out the name of the attorney, issues under authorization, scope of authorization and valid period, which will be signed or sealed with the chop by the appointing director. A director appointed as a representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. A director shall not make or accept an appointment without voting intentions, discretionary appointment or appointment with indefinite scope of authorization. When considering connected transactions, non-connected directors shall not appoint connected directors to attend the meeting on his/her behalf. Where a director is unable to attend a meeting of the board of directors and has not appointed a representative to attend the meeting on his/her behalf, he/she shall be deemed to have waived his/her right to vote at the meeting. A director shall not accept, at any one meeting of the board, proxies from more than two directors to attend the meeting on their behalf. An independent non-executive director may only appoint another independent non-executive director as his/her proxy to attend the meeting.

Article 120 The board of directors shall keep minutes of resolutions passed at board meetings. The minutes shall be signed by the attending directors.

The minutes of board meetings shall be kept as the Company's record at least for a period of 10 years, and a complete copy thereof shall be sent to each director as soon as possible. Any Director may inspect the minutes of meetings at any reasonable time upon giving reasonable notice to the Company.

Article 121 The minutes of board meetings shall include the following contents:

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

(II) names of the attending directors and names of the directors (proxies) appointed by others to attend the board meeting;

(III) agenda of the meeting;

(IV) main points of directors' speeches;

(V) method and result of the voting for each proposal (the voting result should specify the number of votes for and against the proposal or abstention).

Section 3 Independent Directors

Article 122 Independent directors (the term "independent director" shall have the same meaning as "independent non-executive director" under the Hong Kong Listing Rules) shall earnestly fulfill their responsibilities in accordance with laws, administrative regulations, regulations of the CSRC, the stock exchanges where the shares of the Company are listed, and the Articles of Association. They shall play a role in participating in decision-making, supervising and balancing, and providing professional advice in the board of directors to maintain the overall interests of the Company and protect the legitimate rights and interests of minority shareholders.

Article 123 Independent directors must maintain their independence. The following persons are ineligible to serve as independent directors:

(I) any person employed by the Company or its subsidiaries, as well as their spouses, parents, children and main social relationships;

(II) any natural person shareholder who directly or indirectly holds more than one percent of the Company's issued shares or is among the top ten shareholders of the Company, as well as their spouses, parents and children;

(III) such director has obtained any equity interest in the Company from the core related person (as defined in the Hong Kong Listing Rules) or the Company itself through gifts or other financial assistance. However, without prejudice to Note 1 to Rule 3.13(1) of the Hong Kong Listing Rules, if the director receives shares or securities interests from

the Company or its subsidiaries (but not from a core connected person), as part of the director's fee, or received based on the share scheme set out in Chapter 17 of the Hong Kong Listing Rules, the director shall still be regarded as an independent director;

(IV) such director is the director, partner or principal of professional consultants who is providing services to the following company/people or did so within two years before being appointed, or is an employee of the professional consultants who provide or provided the relevant services:

(a) the Company, its holding company or any of their respective subsidiaries or core connected persons; or

(b) any person who was a controlling shareholder of the Company, or (where the Company has no controlling shareholder) any person who was the chief executive officer or a director (other than an independent non-executive director) of the listed issuer, or any of his/her close associates (as defined in the Hong Kong Listing Rules), within two years prior to the date of the proposed appointment of such person as an independent non-executive director;

(V) such director currently has or has had, within one year prior to the date of the proposed appointment of such person as an independent non-executive director, a material interest in any principal business activity of the Company, its holding company or any of their respective subsidiaries, or is or has been involved in any material business dealings with the Company, its holding company or any of their respective subsidiaries, or with any core connected person of the Company;

(VI) such director serves as a director in order to protect a certain entity whose interest is different from the interests of shareholders as a whole;

(VII) such director is or was, within two years prior to the date of the proposed appointment of such person as an independent non-executive director, connected with a director, the chief executive officer or a substantial shareholder of the Company;

(VIII) such director is or was, within two years prior to the date of the proposed appointment of such person as a director, an executive officer or director (other than an independent non-executive director) of the Company, its holding company or any of their respective subsidiaries, or of any core connected person of the Company;

(IX) such director is financially dependent on the Company, its holding companies or any of their respective subsidiaries or the core connected persons of the Company; and

(X) other persons who do not possess independence as stipulated by laws, administrative regulations, rules of the CSRC, business rules of the stock exchanges where the Company's shares are listed, and the Articles of Association.

The independent directors shall conduct an annual self-assessment of their independence and submit the results of the self-assessment to the board of directors. The board of directors shall assess the independence of the serving independent directors annually and issue a special opinion, which shall be disclosed simultaneously with the annual report.

Article 124 The independent directors of the Company shall meet the following conditions:

(I) in accordance with laws, administrative regulations, and other relevant provisions, qualified to serve as a director of a listed company;

(II) meet the independence requirements set forth in the Articles of Association;

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

(IV) have more than five years of work experience in law, accounting, or economics necessary to perform the duties of an independent director;

(V) have good personal ethics and do not have any significant records of dishonesty or other negative conduct;

(VI) other conditions as stipulated by laws, administrative regulations, rules of the CSRC, business rules of the stock exchanges where the Company's shares are listed, and the Articles of Association.

Article 125 As members of the board of directors, the independent directors owe a duty of loyalty and diligence to the Company and all shareholders, and will discharge the following duties prudently:

(I) participating in the decision-making of the board of directors and express a clear opinion on the matters under consideration;

(II) supervising potential material conflicts of interest between the Company and controlling shareholders, de facto controllers, directors and senior management, so as to protect the legitimate rights and interests of minority shareholders;

(III) providing professional and objective advice on the Company's operation and development, and promoting the enhancement of the board of directors decision-making level;

(IV) other duties as stipulated by laws, administrative regulations, business rules of the stock exchanges where the Company's shares are listed, rules of the CSRC, and the Articles of Association.

Article 126 The independent directors shall exercise the following special powers:

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

(II) to propose to the board of directors the convening of an extraordinary general meeting;

(III) to propose the convening of a board meeting;

(IV) to openly solicit shareholders' rights from shareholders in accordance with the law;

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

(VI) other duties as stipulated by laws, administrative regulations, rules of the CSRC, business rules of the stock exchanges where the Company's shares are listed, and the Articles of Association.

When an independent director exercises the powers and functions listed in items I to III of the preceding paragraphs, he/she shall obtain the approval of a majority of all independent directors.

The Company will disclose in a timely manner any exercise of the powers and functions listed in the first paragraph by independent directors. If the above powers and functions cannot be exercised normally, the Company will disclose the details and reasons.

Article 127 The following matters shall be approved by more than half of all the independent directors of the Company before submitting to the board of directors for consideration:

(I) discloseable connected transactions;

(II) proposed changes or waivers of undertakings by the Company and the relevant parties;

(III) decisions made and measures taken by the board of directors of an acquired listing company in relation to an acquisition;

(IV) other matters as stipulated by laws, administrative regulations, rules of the CSRC, business rules of the stock exchanges where the Company's shares are listed, and the Articles of Association.

Article 128 The Company shall establish a dedicated working mechanism for independent directors. Where the board of directors considers matters such as connected transactions, the prior approval of the independent directors shall be obtained.

The Company shall convene special meetings of the independent directors on a regular or ad hoc basis. Matters listed in items (I) to (III) of the first paragraph of Article 126 and in Article 127 of the Articles of Association shall be considered by a special meeting of the independent directors.

The special meetings of the independent directors may consider and discuss other matters of the Company when necessary.

The special meetings of the independent directors shall be convened and chaired by one independent director elected by more than half of the independent directors; in the event that the convener fails to or is unable to perform his/her duties, two and more independent directors may convene a meeting on their own and elect one representative to preside over the meeting.

Minutes of special meetings of independent directors should be prepared in accordance with the regulations and the views of independent directors should be set out in the minutes. The independent directors should sign to confirm the minutes of the meeting.

The Company shall facilitate and support the convention of the special meetings of the independent directors.

Section 4 Special Committees under the Board of Directors

Article 129 The Company shall establish an audit committee under its board of directors to exercise the powers and functions statutorily vested in the board of supervisors under the Company Law.

Article 130 The audit committee shall comprise at least three directors, all of whom must be non-executive directors with a majority being independent directors, and shall be chaired (convened) by an independent director with accounting expertise.

Article 131 The audit committee shall be responsible for reviewing the Company's financial information and disclosures, overseeing and evaluating internal and external audits and internal control. The following matters shall be submitted to the board of directors for deliberation only upon approval by a majority of all audit committee members:

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

(II) appointment or dismissal of accounting firms engaged for the listed company's audit work;

(III) appointment or removal of the listed company's financial officer;

(IV) changes to accounting policies or estimates, or corrections of material accounting errors, except those arising from changes to accounting standards;

(V) other matters specified under laws, administrative regulations, rules of the CSRC, business rules of the stock exchanges where the Company's shares are listed, and the Articles of Association.

Article 132 The audit committee shall meet at least once a quarter. Extraordinary meetings may be convened on the proposal of two or more members, or when the convenor deems it necessary. Meetings of the audit committee shall be held only if more than two-thirds of the members are present.

Any resolution made by the audit committee shall be approved by more than half of the members of the audit committee.

The voting on the resolutions of the audit committee shall adopt one vote per person.

The resolutions of audit committee shall be included in the minutes as required, and the members of the audit committee attending the meeting shall sign the minutes.

The board of directors shall be responsible for formulating the terms of reference of the audit committee.

Article 133 The board of directors of the Company shall establish a nomination committee, a remuneration and appraisal committee and other special committees, which shall perform their duties in accordance with the Articles of Association and the authority granted by the board of directors. Proposals made by the special committee shall be submitted to the board of directors for review and decision. The board of directors shall be responsible for formulating the terms of reference of the special committee.

The nomination committee shall comprise at least three directors, a majority of whom shall be independent directors, and shall be chaired (convened) by the chairman or an independent director. The nomination committee shall appoint at least one director of a different gender. The remuneration and appraisal committee shall comprise at least three directors, a majority of whom shall be independent directors, and shall be chaired (convened) by an independent director.

Article 134 The nomination committee shall be responsible for formulating the selection criteria and procedures regarding directors and senior management members, selecting and reviewing the candidates for directors and senior management members and their qualifications, as well as making recommendations to the board of directors on the following matters:

(I) nomination or appointment and dismissal of directors;

(II) appointment or dismissal of senior management members;

(III) other matters as stipulated by laws, administrative regulations, rules of the CSRC, business rules of the stock exchanges where the Company's shares are listed, and the Articles of Association.

The board of directors shall record and disclose in its resolutions the opinion of the nomination committee and the specific reasons for not adopting or fully adopting the recommendations of the nomination committee.

Article 135 The remuneration and appraisal committee is responsible for formulating the evaluation criteria for directors and senior management members and conducting the evaluation, preparing and reviewing the remuneration policies and programs for directors and senior management members such as the mechanism for determining the remuneration of directors and senior management members, the decision-making process, and the arrangements for the payment and stoppage of recourse, and making recommendations to the board of directors on the following matters:

(I) the remuneration of directors and senior management members;

(II) formulating or changing the share incentive scheme and employee stock ownership plan, granting of rights and benefits to the targets of the incentives and fulfillment of the conditions for exercising the rights and benefits;

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

(IV) other matters as stipulated by laws, administrative regulations, rules of the CSRC, business rules of the stock exchanges where the Company's shares are listed, and the Articles of Association.

The board of directors shall record and disclose in its resolutions the opinion of the remuneration and appraisal committee and the specific reasons for not adopting or fully adopting the recommendations of the remuneration and appraisal committee.

CHAPTER VI MANAGER AND OTHER SENIOR MANAGEMENT

Article 136 The Company shall have one manager who shall be appointed or dismissed by the board of directors. The manager, the chief strategy officer, the financial officer and the secretary of the board of directors are the senior management of the Company.

Article 137 The provisions of Article 94 regarding circumstances under which a person is prohibited from acting as a director, Article 97 regarding the directors' duty of loyalty and Article 98 regarding the directors' duty of diligence set forth in the Articles of Association shall also be applicable to the senior management.

Article 138 A person holding other administrative duties other than directors and supervisors in any entity of the Company's controlling shareholders shall not hold the office of members of the senior management of the Company.

The Company's senior management shall be only paid by the Company, not by the controlling shareholders.

Article 139 The manager serves for a term of three years, subject to re-appointment upon the expiry of the term.

Article 140 The manager shall be accountable to the board of directors and exercise the following functions and powers:

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

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

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

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

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

(VI) to propose to the board of directors the appointment or removal of the Company's chief strategy officer, financial officer, and other senior management personnel;

(VII) to hire or dismiss management personnel other than those to be hired or dismissed by the board of directors;

(VIII) other functions and powers granted by the Articles of Association and the board of directors.

The manager shall be present at board meetings.

Article 141 The manager shall formulate detailed working rules for the manager and submit the same to the board of directors for approval and, upon such approval, implement such rules.

Article 142 The detailed working rules formulated for the manager shall include the following:

(I) conditions and procedures for convening and participants of the manager meetings;

(II) specific duties of the manager and other members of the senior management;

(III) the use of funds and assets of the Company, authority to enter into material contracts and systems for reporting to the board of directors;

(IV) other matters as deemed necessary by the board of directors.

Article 143 The manager may resign prior to the expiration of his/her term of office. The specific procedures and methods for the resignation of the manager shall be set out in the labor contract entered into between the manager and the Company.

Article 144 The appointment and dismissal of the chief strategy officer and the financial officer shall be proposed by the manager and appointed or dismissed by the board of directors.

Article 145 The Company shall have a secretary to the board of directors, who shall be responsible for preparation of the general meeting and board meetings of the Company, keeping the documents and the management of information of the shareholders of the Company and handling the disclosure of information, etc.

The secretary to the board of directors shall comply with relevant requirements under the laws, administrative regulations, departmental rules and the Articles of Association.

Article 146 A member of the senior management shall be liable for compensation if any loss is caused to the Company as a result of a violation by him/her of any laws, administrative regulations, departmental rules or the Articles of Association in the course of performing his/her duties.

Where a member of the senior management causes damage to others in the performance of his/her duties, the Company shall be liable for compensation; if the senior management acted with intent or gross negligence, he/she shall also be liable for compensation.

Article 147 Senior management of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. Senior management of the Company shall be liable for compensation in accordance with relevant laws if they fail to faithfully perform their duties or breach their fiduciary duty and cause damage to the interests of the Company and the shareholders.

CHAPTER VII FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Section 1 Financial and Accounting System

Article 148 The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and the provisions of relevant national departments. At the end of each fiscal year, the Company shall prepare a financial accounting report which shall be audited by an accounting firm in the manner prescribed by law.

The financial accounting reports shall be made available for shareholders' inspection at the Company 20 days before the date of the annual general meeting.

Article 149 The Company shall not keep accounts other than those provided by law. Any assets of the Company shall not be kept under any account opened in the name of any individual.

Article 150 In distributing its current-year after-tax profits, the Company shall allocate 10% of its profit to its statutory reserve fund. Allocations to the Company's statutory reserve fund may be waived once the cumulative amount of funds therein exceeds 50% of the Company's registered capital.

Where the statutory reserve fund of the Company is not sufficient to cover any loss in the previous years, the current year's profit shall be used to cover such loss before any allocation is made to the statutory reserve fund pursuant to the preceding provisions.

After allocation to the statutory reserve fund has been made from the after-tax profit of the Company, and subject to the resolution adopted at the general meeting, an allocation may be made to the discretionary reserve fund from the after-tax profit.

After the Company has covered its losses and made allocations to the reserve funds, the Company shall allocate any remaining profit to the shareholders in proportion to their respective shareholdings.

Where the Company distributes profits to shareholders in violation of the Company Law, the shareholders shall return the unlawfully distributed profits to the Company. Where such distribution causes losses to the Company, the relevant shareholders and the responsible directors and senior management personnel shall be liable for compensation.

The Company shall not be entitled to any distribution of profits in respect of shares held by it.

Article 151 The board of directors of the Company shall complete the distribution of dividends (or shares) within two months after the general meeting has passed a resolution on the profit distribution plan, or upon the formulation of a specific plan by the board of directors in accordance with the conditions and ceiling for interim dividends in the following year approved at the annual general meeting.

Article 152 The Company's reserve funds shall be used to cover the Company's losses, expand the Company's production and operations, or convert to increase the Company's registered capital. When utilizing the reserve funds to cover the Company's losses, the discretionary reserve fund and the statutory reserve fund shall be applied first. If the losses still cannot be fully covered, the capital reserve fund may be used in accordance with applicable regulations.

After converting the statutory reserve funds into increased registered capital, the amount remaining in the statutory reserve fund shall be no less than 25% of the Company's registered capital before the conversion.

Article 153 Profits of the Company may be distributed in cash or in shares.

Section 2 Internal Audit

Article 154 The Company shall implement an internal audit system to clarify the leadership system, responsibilities and authorities, personnel allocation, financial guarantee, application of audit results and accountability for internal audit work.

The Company's internal audit system shall be implemented upon the approval of the board of directors.

Article 155 The Company's internal audit institution shall supervise and inspect the Company's business activities, risk management, internal controls, financial information, and other matters.

Article 156 The internal audit institution shall be accountable to the board of directors.

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

Article 157 The specific organization and implementation of the Company's internal control evaluation shall be the responsibility of the internal audit institution. The Company shall issue an annual internal control evaluation report based on the evaluation report and relevant materials issued by the internal audit institution and reviewed by the audit committee of the board of directors.

Article 158 When the audit committee of the board of directors communicates with external audit units such as accounting firms and national audit institutions, the internal audit institution shall actively cooperate and provide necessary support and collaboration.

Article 159 The audit committee of the board of directors shall participate in the evaluation of the person in charge of internal audit.

Section 3 Appointment of Accounting Firm

Article 160 The Company shall engage an independent accounting firm that meets the relevant national regulations and the regulatory requirements of the place where the Company's shares are listed to conduct accounting statement audit, net asset verification and other related consulting services, and the term of service shall be one year, which is renewable upon expiry of the term.

Article 161 The appointment and removal of an accounting firm shall be determined at the general meeting.

Prior to the removal or the non-reappointment of an accounting firm, notice of such removal or non-reappointment shall be given to the accounting firm concerned 30 days in advance and such accounting firm shall be entitled to make representation when voting on the dismissal or non-reappointment of such accounting firm at the general meeting of the Company. Where the accounting firm resigns its office, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company.

Article 162 The audit fee of the accounting firm shall be determined by the general meeting.

Article 163 The Company ensures to provide true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information to the engaged accounting firm without any refusal or withholding or falsification of information.

CHAPTER VIII NOTICE AND ANNOUNCEMENT

Article 164 The notice of the Company may be served as follows:

(I) by personal delivery;

(II) by post;

(III) by announcement (including on the website designated by the stock exchanges where the Company's shares are listed and the website of the Company);

(IV) by other methods stipulated in laws, administrative regulations, departmental rules and the Articles of Association and required by the rules of regulatory authorities of the place where the Company's shares are listed.

Article 165 Subject to the laws, administrative regulations, the listing rules of the stock exchange in the place where the shares of the Company are listed and the Articles of Association, if a notice of the Company is served by announcement, the said notice shall be deemed as received by all relevant persons once the said notice is announced.

Article 166 A notice of convening general meetings of the Company shall be served by way of an announcement. The media in which the announcement is published shall be the newspapers or websites designated by the laws, administrative regulations, departmental rules, the listing rules of the stock exchanges where the Company's shares are listed for information disclosure.

Article 167 The notice of convening board meetings shall be delivered to all directors by telephone, fax, email or other means.

Article 168 If the notice of the Company is served by personal delivery, the recipient shall affix signature (or seal) to the return on service and the signing date shall be the date of service; if the notice of the Company is served by express delivery, the fifth working day after handover to the post office or courier company shall be the date of service; if the notice of the Company is sent by email, the date on which the email enters the email system designated by the recipient shall be the date of service; if the notice of the Company is served by announcement, the date of first announcement shall be the date of service; if the notice of the Company is sent by fax, the time recorded on the fax acknowledgement or on the fax machine shall be the date of service.

In the event of the accidental omission to give notice of meeting to, or non-receipt of notice of meeting by, any person entitled to receive such notice, the meeting and the resolutions adopted thereat shall not be invalidated solely by reason of such omission or failure.

Article 169 The Company shall issue announcements and disclose information to domestic shareholders through newspapers and websites designated by laws, administrative regulations or relevant domestic regulatory authorities for information disclosure. If an announcement shall be sent to shareholders of the H Shares in accordance with the Articles of Association, it shall be published by the methods specified in Hong Kong Listing Rules. All notices or other documents which shall be submitted by the Company to be the Hong Kong Stock Exchange under Chapter 19A of the Hong Kong Listing Rules shall be in English, or accompanied by a certified English

translation. The information disclosed by the Company on other public media shall not be earlier than those disclosed on designated newspapers and websites. The announcement of the Company may not be substituted by press conference, or answer to reporter's questions or other forms.

The Board shall have the right to decide to adjust the determined media for information disclosure of the Company, but should ensure that the designated media for information disclosure meets the qualifications and conditions stipulated by the mainland China and Hong Kong laws and regulations, the securities regulatory authority of the State Council, overseas regulatory authorities, the Hong Kong Listing Rules, the securities regulatory rules of the place(s) where the Company's shares are listed and the relevant regulatory authorities. The Company designates the media/websites designated by the CSRC and the stock exchange(s) where the Company's shares are listed as the media for publishing the Company's announcements and other information requiring disclosure.

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

Section 1 Merger, Division, Capital Increase and Capital Decrease

Article 170 Merger of the Company may take the form of absorption or establishment of a new company.

One company absorbing another company is merger by absorption, and the company being absorbed shall be dissolved. Merger of two or more companies through establishment of a new company is a consolidation, and the companies being consolidated shall be dissolved.

Article 171 If the consideration paid for the merger does not exceed 10% of the Company's net assets, it may be implemented without a resolution of the general meeting, except as otherwise provided in the Articles of Association.

Where a merger is effected without a general meeting resolution in accordance with the preceding paragraph, it shall be subject to a resolution of board of directors.

Article 172 In the event of merger of the Company, the parties concerned shall conclude a merger agreement and prepare balance sheets and property inventories. The Company shall notify all creditors within 10 days after adoption of the merger resolution and shall make announcements in newspapers recognized by the company registration authority and the stock exchange(s) where the Company's shares are listed or the National Enterprise Credit Information Publicity System within 30 days.

The creditors may require the Company to repay debts or provide corresponding guarantees within 30 days after receipt of the notice or within 45 days from the announcement if they have not received the notice.

Article 173 The credits and debts of the Company during merger shall be inherited by the company subsisting after merger or by the newly established company.

Article 174 If the Company is divided, its properties shall be divided accordingly.

Where the Company is divided, a balance sheet and a property inventory shall be prepared. The Company shall notify its creditors within 10 days after adoption of the divide resolution and shall make announcements in newspapers or the National Enterprise Credit Information Publicity System within 30 days.

Article 175 The debts of the Company prior to the division shall be jointly and severally borne by the companies after division, save as otherwise specified in the written agreement on debt repayment reached between the Company and its creditors before division.

Article 176 If the Company needs to reduce its registered capital, it shall prepare a balance sheet and a property inventory.

The Company shall notify its creditors within 10 days after adoption of the reduction in registered capital resolution at the general meeting and shall make announcements in newspapers or 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 announcement if the creditor has not received the notice, require the Company to repay debts or provide corresponding guarantees.

Article 177 When reducing its registered capital, the Company shall correspondingly reduce the capital contributions or shares held by shareholders in proportion to the capital contributed by the shareholders or their shareholdings, except as otherwise provided by law or in the Articles of Association. After making up losses in accordance with Article 150 of the Articles of Association, if the Company still has losses, it may reduce its registered capital to make up the losses. When reducing registered capital to make up losses, the Company shall not distribute profits to shareholders, nor may it exempt shareholders from their obligation to contribute capital or share payments.

Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of the previous article shall not apply, but an announcement shall be made in newspapers or on the National Enterprise Credit Information Publicity System within 30 days after the resolution approving the reduction has been passed by the general meeting.

After reducing its registered capital in accordance with the preceding two paragraphs, the Company shall not distribute profits until the cumulative amount of its statutory reserve fund and discretionary reserve fund reaches 50% of its registered capital.

Article 178 Where the reduction of registered capital violates the Company Law or the Articles of Association, shareholders shall return the funds they have received, and any exemption from shareholders' capital contributions shall be restored to the original state; if any loss is caused to the Company, the shareholders and the responsible directors and senior management shall be liable for compensation.

Article 179 When the Company issues new shares to increase its registered capital, shareholders shall not have pre-emptive subscription rights, unless the general meeting resolves that shareholders shall have such pre-emptive rights.

Article 180 Change in registered particulars arising from a merger or division of the Company shall be registered with the company registration authority according to law. If the Company is dissolved, it shall be deregistered according to law. If a new company is established, such establishment shall be registered according to law.

Increase or decrease of the registered capital of the Company shall be registered with the company registration authority according to law.

Section 2 Dissolution and Liquidation

Article 181 The Company shall be dissolved under any of the following circumstances:

(I) the expiration of the business period as stipulated in the Articles of Association or the occurrence of other grounds for dissolution as stipulated in the Articles of Association;

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

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

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

(V) the Company is confronted with serious difficulties in operation and management, and its continued existence may cause material loss to the interests of its shareholders, and the difficulties cannot be resolved through other means, in which case the shareholders holding more than 10% of the voting rights of the Company may request the people's court to dissolve the Company.

Where any ground for dissolution as specified in the preceding paragraph arises in respect of the Company, the Company shall within 10 days publish such ground for dissolution via the National Enterprise Credit Information Publicity System.

Article 182 In the circumstance set out in item (I) and item (II) of Article 181 of the Articles of Association, and no property has been distributed to shareholders, the Company may continue to subsist by amending the Articles of Association or by resolution of the general meeting.

Amendments to the Articles of Association or resolution of the general meeting pursuant to the preceding paragraph shall be subject to the approval of more than two-thirds of the voting rights held by the shareholders present at the general meeting.

Article 183 Where the Company is dissolved in accordance with items (I), (II), (IV) and (V) of Article 181 of the Articles of Association, the liquidation shall be conducted. Directors are the liquidation obligors and a liquidation committee shall be established within 15 days from the date of occurrence of the cause of liquidation to commence the liquidation.

The members of such liquidation committee shall be comprised by the directors, unless the general meeting resolves to elect another person.

If a liquidation obligor fails to perform his/her liquidation obligations in a timely manner, thereby causing any loss to the Company or the creditors, the said liquidation obligor shall be liable for compensation.

Article 184 The Company shall undergo liquidation in accordance with the provisions of item (I) of Article 181 of the Articles of Association. Where the Company fails to form a liquidation committee to liquidate the Company within the prescribed period of time or fails to proceed with liquidation after forming a liquidation committee, any interested person may petition the people's court to appoint the relevant persons to establish a liquidation committee to commence the liquidation.

In the case of dissolution of the Company under item (IV) of Article 181, the department or company registration authority that makes the decision on the revocation of business license, the order for closure or dissolution, may apply to the people's court to specifically assign relevant party to form a liquidation committee to carry out liquidation.

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

(I) to examine and take possession of the assets of the Company and prepare the balance sheet and a property inventory;

(II) to inform creditors by notice or announcement;

(III) to deal with the outstanding businesses of the Company relating to liquidation;

(IV) to pay off outstanding taxes as well as taxes arising in the course of liquidation;

(V) to settle credits and debts;

(VI) to distribute of the remaining assets of the Company after repayment of debts;

(VII) to represent the Company in civil proceedings.

Article 186 Within 10 days of the establishment of the liquidation committee, the creditors shall be notified and an announcement shall be published in newspaper or via the National Enterprise Credit Information Publicity System and through the method required by the stock exchange of the place where the Company's shares are listed within 60 days. Creditors shall file their claims with the liquidation committee within 30 days of receiving the notice, or within 45 days from the announcement if any such creditor has not received the notice.

The creditors shall explain matters relating to their rights and provide relevant evidential documents. The liquidation committee shall register the creditor's rights.

In the creditor's rights declaration period, the liquidation committee shall not make repayment to the creditors.

Article 187 After examining and verifying the Company's assets and preparing the balance sheet and a property inventory, the liquidation committee shall formulate a liquidation plan and submit it to the general meeting or the people's court for confirmation.

The Company shall, according to the proportion of the shares held by the shareholders, distribute the properties of the Company remaining after payment of the liquidation expenses, employees' salaries, social insurance expenses and statutory compensations, outstanding taxes, and the Company's debts.

The Company shall subsist in the course of liquidation but shall not conduct any business operations unrelated to liquidation.

Before repayment in accordance with the preceding paragraph, the assets of the Company shall not be distributed to shareholders.

Article 188 After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, if it discovers that the Company's assets are insufficient to repay its debts in full, it shall immediately apply to the people's court to declare the Company bankruptcy liquidation according to law.

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

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

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

Any member of the liquidation committee shall bear compensation liability for any loss suffered by the Company due to their negligence to perform the obligations of liquidation; where any member of the liquidation committee causes any loss to the Company or the creditors with will or serious negligence, the said member shall be liable for compensation.

Article 191 Where the Company declares bankrupt according to law, bankruptcy liquidation shall be conducted pursuant to laws on bankruptcy of enterprises.

CHAPTER X AMENDMENTS TO ARTICLES OF ASSOCIATION

Article 192 The Company will amend the Articles of Association in any of the following circumstances:

(I) after amendments are made to the Company Law or relevant laws and administrative regulations, the Articles of Association run counter to the said amendments to laws and administrative regulations;

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

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

Article 193 Where the amendments to the Articles of Association passed at the general meetings need the examination and approval of the competent authorities, these amendments shall be submitted hereto for approval. Where the amendments to the Articles of Association involve matters registered by the Company, it shall be necessary to carry out the lawfully prescribed procedures for registration change.

Article 194 The board of directors shall amend the Articles of Association in accordance with the resolution of the general meetings on amendments to the Articles of Association and the examination and approval opinions from relevant competent authorities.

Article 195 Where the amendments to the Articles of Association involve matters requiring disclosure by law and regulations, the amendments shall be announced as required.

CHAPTER XI SUPPLEMENTARY PROVISIONS

Article 196 Definitions

(I) Controlling shareholder: refers to a shareholder who holds more than 30% of the total share capital of the Company, or whose shares are sufficient to enable them to control the majority of the members of the board of directors; or a shareholder who holds not more than 30% of the shares, but whose voting rights are sufficient to exert significant influence on the resolutions of the general meeting.

(II) De facto controller: A natural person, legal person or other organization, who can actually control the activities of the Company through investment relationship, agreement, or other arrangement.

(III) Connected relations: Relations between a controlling shareholder, de facto controller, director, or members of the senior management of the Company and the enterprise directly or indirectly controlled by the same, which relations may give rise to a transfer of interests of the Company, provided however that there should be no connected relationship between state-controlled enterprises solely because they are under the common control of the State.

Article 197 The board of directors may formulate rules of articles of association in accordance with the Articles of Association. The rules shall not conflict with the Articles of Association.

Article 198 The Articles of Association shall be executed in Chinese. Where the Articles of Association in any other language or version disagree with the Articles of Association, the Chinese version of articles of association approved and registered with the administration for market regulation of the place where the Company is located shall prevail.

Article 199 The term "more than", "within" or "or below", as stated in the Articles of Association shall include the number or amount itself; the term "not more than", "exceeding", "less than" or "in excess of" shall exclude the number or amount itself. The amount stated in the Articles of Association shall be denominated in RMB.

Article 200 The board of directors of the Company shall be responsible for the interpretation of the Articles of Association.

Article 201 Appendixes to the Articles of Association include rules of procedure for general meetings and rules of procedure for board meetings.

Article 202 Matters not covered in the Articles of Association shall be dealt with in accordance with the laws, administrative regulations and the relevant provisions of the security regulatory authorities of the place where the Company's shares are listed based on the actual situation of the Company. In case the Articles of Association conflicts with the laws, administrative regulations, other relevant regulatory documents and the listing rules of the stock exchange of the place where the Company's shares are listed promulgated from time to time, those laws, administrative regulations and other regulatory documents and listing rules of the stock exchange of the place where the Company's shares are listed shall prevail.

Article 203 The Articles of Association shall be subject to the approval by special resolution at the general meeting and shall be effective from the date of listing and trading of the H Shares of the Company on the main board of the Hong Kong Stock Exchange. The original articles of association of the Company shall automatically become void from the effective date of the Articles of Association.

Suzhou Denglin Technology Co., Ltd.

November 2026