Jiangsu Xinde Semiconductor Technology Co., Ltd.
Articles of Association

(Applicable upon issuance of H Shares)

CONTENTS

CHAPTER 1 GENERAL PROVISIONS 3
CHAPTER 2 BUSINESS PURPOSE AND SCOPE 4
CHAPTER 3 SHARES 5
Section 1 Issuance of Shares 5
Section 2 Increase, Reduction and Repurchase of Shares 13
Section 3 Transfer of Shares 15
CHAPTER 4 SHAREHOLDERS AND SHAREHOLDERS' MEETING 16
Section 1 Shareholders 16
Section 2 General Provisions for Shareholders' Meeting 21
Section 3 Convening of Shareholders' Meeting 25
Section 4 Proposal And Notice of the Shareholders' Meeting 27
Section 5 Holding of Shareholders' Meeting 30
Section 6 Voting and Resolutions at Shareholders' Meeting 34
CHAPTER 5 BOARD OF DIRECTORS 39
Section 1 Directors 39
Section 2 Board of Directors 44
Section 3 Independent Directors 53
Section 4 Secretary to the Board of Directors 54
CHAPTER 6 GENERAL MANAGER AND OTHER SENIOR MANAGEMENT PERSONNEL 55
CHAPTER 7 SUPERVISORS 57
CHAPTER 8 FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT 58
Section 1 Financial and Accounting System 58
Section 2 Internal Audit 60
Section 3 Engagement of Accounting Firms 60
CHAPTER 9 NOTICE AND ANNOUNCEMENT 61
Section 1 Notice 61
Section 2 Announcement 62
CHAPTER 10 MERGER, DIVISION, CAPITAL INCREASE, CAPITAL REDUCTION, DISSOLUTION AND LIQUIDATION 62
Section 1 Merger, Division, Capital Increase and Capital Reduction 62
Section 2 Dissolution and Liquidation 64
CHAPTER 11 AMENDMENTS TO THE ARTICLES OF ASSOCIATION 66
CHAPTER 12 SUPPLEMENTARY PROVISIONS 67

CHAPTER 1 GENERAL PROVISIONS

Article 1 Jiangsu Xinde Semiconductor Technology Co., Ltd.(hereinafter referred to as the "**Company**") is a joint stock limited company incorporated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "**Company Law**") and other relevant laws, administrative regulations.

To regulate the organization and activities of the Company and safeguard the legitimate rights and interests of the Company, shareholders, employees and creditors, the Articles of Association of Jiangsu Xinde Semiconductor Technology Co., Ltd. (hereinafter the "**Articles of Association**") are formulated pursuant to the Company Law, the Securities Law of the People's Republic of China (hereinafter referred to as the "**Securities Law**"), the Pilot Measures for the Administration of Overseas Issuance of Securities and Listing by Domestic Enterprises (hereinafter referred to as the "**Pilot Administrative Measures**"), the Guidelines for the 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 laws and regulations, and in line with the actual circumstances of the Company.

Article 2 The Company is a joint stock limited company established through the overall conversion of Jiangsu Silicon Integrity Semiconductor Technology Ltd. (hereinafter referred to as the "**former limited company**") in accordance with the requirements of the Company Law and other relevant laws and regulations. The Company was registered with the Nanjing Administration for Market Regulation and obtained its business license. The Company's unified social credit code is 91320111MA22EAY02W.

Article 3 After filing with the China Securities Regulatory Commission (hereinafter referred to as the "**CSRC**") on 20 August 2026 and approved by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Hong Kong Stock Exchange**") on 9 November 2026, the Company made an initial public offering of overseas listed foreign shares (H Shares) comprising 106,562,500 ordinary shares with a nominal value of RMB1.00 each to overseas investors, and was listed on the main board of Hong Kong Stock Exchange on 10 November 2026.

Article 4 Registered name of the Company:

Full name in Chinese: 江蘇芯德半導體科技股份有限公司;

Full name in English: Jiangsu Xinde Semiconductor Technology Co., Ltd.

Article 5 Domicile address of the Company: No. 8 Linchun Road, Pukou Economic Development Zone, Pukou District, Nanjing, PRC.

Article 6 The registered capital of the Company is RMB959,061,732 prior to the issuance of H Shares.

Article 7 The Company is a perpetually existing joint stock limited company with independent legal person status.

Article 8 The director who executes company affairs on behalf of the Company is the legal representative of the Company. The Chairman of the Board of Directors is the director who executes company affairs on behalf of the Company. If the Chairman of the Board of Directors who serves as the legal representative resigns, he/she shall be deemed to resign as legal representative at the same time. If the legal representative resigns, the Company shall determine a new legal representative within 30 days from the date of resignation of the legal representative.

The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company. If the legal representative causes damage to others while performing his/her duties, the Company shall bear civil liability. After assuming civil liability, the Company may claim reimbursement from the legal representative who is at fault in accordance with the provisions of the law or the Articles of Association.

Article 9 All assets of the Company are divided into equal shares, the liability of the shareholders to the Company is limited to the extent of the shares they subscribe and the Company shall assume liability for its debts to the full extent of its assets.

Article 10 The Articles of Association, after being considered and approved at the shareholders' meeting of the Company, shall be effective from the date of listing of the Company on the main board of the Hong Kong Stock Exchange. From the effective date of the Articles of Association, the former Articles of Association shall lapse automatically.

The Articles of Association, from their effective date, constitute a legally binding document regulating the organization and conduct of the Company, and the rights and obligations between the Company and its shareholder and among the shareholders *inter se*, and shall be legally binding on the Company, its shareholders, directors and senior management. Pursuant to the Articles of Association, shareholders may institute legal proceedings against shareholders, shareholders may institute legal proceedings against the directors, general manager and other senior management personnel of the Company, shareholders may institute legal proceedings against the Company, while the Company may institute legal proceedings against the shareholders, directors, general manager and other senior management personnel.

Article 11 Other senior management personnel mentioned in the Articles of Association refer to the Company's deputy general manager, the secretary to the Board of Directors, chief financial officer and other senior management personnel employed by the Board of Directors.

Article 12 According to the provisions of the Constitution of the Communist Party of China, the Company establishes a Communist Party organization and carry out party activities. The Company provides the necessary conditions for the activities of the party organization.

CHAPTER 2 BUSINESS PURPOSE AND SCOPE

Article 13 The Company's business purpose: our foremost pursuit is to wholeheartedly satisfy customer needs. Through continuous innovation and an unyielding spirit of perseverance, we develop advanced core packaging and testing technologies, thereby establishing the Company as a world-class enterprise in this field.

Article 14 Upon registration in accordance with the laws, the Company's business scope covers: Licensed items: import and export of goods; import and export of technology; import and export agent (items that require approval in accordance with the laws may only carry out business activities after approval has been granted by the relevant authorities, the specific business items are subject to approval results). General items: technical services, technical development, technical consultancy, technical exchange, technology transfer, technology promotion; manufacture of electronic components and devices; wholesale of electronic components and devices; retail sales of electronic components and devices; sales of electronic components and devices and electromechanical components and equipment; manufacture of integrated circuit; sales of integrated circuit; design of integrated circuit; manufacture of integrated circuit chips and products; sales of integrated circuit chips and products; design and services of integrated circuit chips; manufacture of specialized equipment for semiconductor devices; sales of specialized equipment for semiconductor devices; manufacture of molds; sales of molds; wholesale of computer software and hardware and auxiliary equipment; retail sales of computer software and hardware and auxiliary equipment (except for items that require approval in accordance with the laws, business activities may be independently carried out in compliance with the laws based on the business license).

CHAPTER 3 SHARES

Section 1 Issuance of Shares

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

Article 16 Issuance of shares of the Company shall follow the principles of openness, fairness and impartiality, and each share of the same class shall carry equal rights.

Shares of the same class issued in the same offering shall be issued under the same terms and price; shares subscribed by the subscribers shall be paid for the same price per share.

When the Company issues new shares, the shareholders of the Company whose names appear on the register on the record date of the shareholders' meeting that approves the issuance of new shares are not entitled to have pre-emptive right, unless the arrangement of pre-emptive right has been put in place explicitly at such shareholders' meeting in compliance with the provisions of applicable laws, regulations and securities regulatory rules of the place where the Company's shares are listed.

When the Board of Directors makes decision on the issuance of new shares pursuant to the Articles of Association or mandate of the shareholders' meeting, the resolution of the Board of Directors shall be passed by more than two-thirds of all directors.

Article 17 Shares issued by the Company are denominated in Renminbi with nominal value of RMB1 per share.

Renminbi, or RMB, mentioned in the preceding paragraph refers to the lawful currency of the People's Republic of China (hereinafter referred to as the "**PRC**" or "**China**").

Each class of ordinary shares (domestic unlisted shares and overseas listed shares) issued by the Company is entitled to the same rights in any distribution of dividends or other forms.

Article 18 The domestic unlisted shares issued by the Company are centrally deposited in a qualified domestic securities registration and clearing institution that meets the relevant requirements; the overseas listed shares of the Company may be kept in custody in a custodian company in compliance with the laws, securities regulatory rules and securities registration ad depository requirements of the place where the Company's shares are listed, or may also be held by the shareholders in their individual names.

After filing with the CSRC and with consent from the Hong Kong Stock Exchange, all or part of the domestic shares of the Company may be converted into overseas listed shares, and such converted overseas listed shares may be listed for trading on overseas stock exchanges. Such converted overseas listed shares shall also comply with the regulatory procedures, regulations and requirements of overseas stock markets when they are listed for trading on overseas stock exchanges.

The conversion of domestic unlisted shares into overseas listed shares for listing and trading on overseas stock exchanges is not required to convene a shareholders' meeting for passing a resolution.

Article 19 The Company issued 857,061,732 ordinary shares to the promoters upon incorporation, all of these shares were subscribed for and are held by the promoters of the Company. Upon incorporation of the Company, each of the promoters and their number of shares subscribed, the method and the timing of capital contribution are set out as follows:

Name of Shareholder	Number of Shares subscribed (in ten thousand shares)	Shareholding ratio	Method of capital contribution	Timing of capital contribution
Nanjing Ningtaixin Enterprise Consulting Management Partnership (Limited Partnership) (南京寧泰芯企業諮詢管理合夥企業(有限合夥))	9,100.0000	10.6177%	Net assets converted into shares	2023.11.30
Zhang Guodong (張國棟)	5,159.0000	6.0194%	Net assets converted into shares	2023.11.30
Pan Mingdong (潘明東)	2,888.0000	3.3697%	Net assets converted into shares	2023.11.30
Liu Yi (劉怡)	1,000.0000	1.1668%	Net assets converted into shares	2023.11.30
Ningbo Meishan Bonded Port Area Ningpuxin Enterprise Management Partnership (Limited Partnership) (寧波梅山保稅港區寧浦芯企業管理合夥企業(有限合夥))	6,652.0000	7.7614%	Net assets converted into shares	2023.11.30

Name of Shareholder	Number of Shares subscribed (in ten thousand shares)	Shareholding ratio	Method of capital contribution	Timing of capital contribution
Nanjing Yuanjun Enterprise Management Consulting Partnership Enterprise (Limited Partnership) (南京市元鈞企業管理諮詢合夥企業(有限合夥))	2,000.0000	2.3336%	Net assets converted into shares	2023.11.30
Xinlianxin Enterprise Management Consulting Partnership Enterprise (Limited Partnership) (南京心聯芯企業管理諮詢合夥企業(有限合夥))	5,140.0000	5.9972%	Net assets converted into shares	2023.11.30
Nanjing Pukou Development Zone Strategic Emerging Industry Investment Partnership Enterprise (Limited Partnership) (南京浦口開發區戰略新興產業投資合夥企業(有限合夥))	2,850.0000	3.3253%	Net assets converted into shares	2023.11.30
Jiaxing FirstLight Hongtong Equity Investment Partnership Enterprise (Limited Partnership) (嘉興晨壹泓彤股權投資合夥企業(有限合夥))	7,200.0000	8.4008%	Net assets converted into shares	2023.11.30
Jiaxing Hongyu Taiying Equity Investment Partnership Enterprise (Limited Partnership) (嘉興竑瑜泰盈股權投資合夥企業(有限合夥))	1,700.0000	1.9835%	Net assets converted into shares	2023.11.30
Wuxi FirstLight Growth Equity Investment Fund (Limited Partnership) (無錫晨壹成長股權投資基金(有限合夥))	1,000.0000	1.1668%	Net assets converted into shares	2023.11.30
Shenzhen Gongchuang Investment Partnership Enterprise (Limited Partnership) (深圳共創芯程投資合夥企業(有限合夥))	3,000.0000	3.5003%	Net assets converted into shares	2023.11.30
Song Lin (宋琳)	2,040.0000	2.3802%	Net assets converted into shares	2023.11.30
Zhu Jinqiang (朱進強)	1,700.0000	1.9835%	Net assets converted into shares	2023.11.30
Jiangsu Xinchao Innovation Investment Group Co., Ltd. (江蘇新潮創新投資集團有限公司)	500.0000	0.5834%	Net assets converted into shares	2023.11.30

Name of Shareholder	Number of Shares subscribed (in ten thousand shares)	Shareholding ratio	Method of capital contribution	Timing of capital contribution
Wang Xinchao (王新潮)	2,400.0000	2.8003%	Net assets converted into shares	2023.11.30
Zheng Yuying (鄭玉英)	500.0000	0.5834%	Net assets converted into shares	2023.11.30
Nanjing Jinpu Xinchao Jixiang Venture Capital Partnership (Limited Partnership) (南京金浦新潮吉祥創業投資合夥企業(有限合夥))	2,000.0000	2.3336%	Net assets converted into shares	2023.11.30
Nanjing Jinpu Xinchao Chenguang Venture Capital Partnership (Limited Partnership) (南京金浦新潮晨光創業投資合夥企業(有限合夥))	1,000.0000	1.1668%	Net assets converted into shares	2023.11.30
Ningbo Chentong Venture Capital Partnership Enterprise (Limited Partnership) (寧波宸通創業投資合夥企業(有限合夥))	400.0000	0.4667%	Net assets converted into shares	2023.11.30
Shanghai Quanqi Management Consulting Center (Limited Partnership) (上海權綺管理諮詢中心(有限合夥))	2,000.0000	2.3336%	Net assets converted into shares	2023.11.30
Guangdong Changtuoshi Venture Capital Partnership (Limited Partnership) (廣東長拓石創業投資合夥企業(有限合夥))	600.0000	0.7001%	Net assets converted into shares	2023.11.30
Nanjing Sumin Investment Equity Investment Partnership Enterprise (Limited Partnership) (南京蘇民金帆股權投資合夥企業(有限合夥))	1,736.2068	2.0258%	Net assets converted into shares	2023.11.30
Hubei Xiaomi Changjiang Industry Fund Partnership Enterprise (Limited Partnership) (湖北小米長江產業基金合夥企業(有限合夥))	2,500.0000	2.9169%	Net assets converted into shares	2023.11.30
Wuxi Xianfeng Intelligent Manufacturing Investment Partnership Enterprise (Limited Partnership) (無錫先鋒智造投資合夥企業(有限合夥))	125.2477	0.1461%	Net assets converted into shares	2023.11.30

Name of Shareholder	Number of Shares subscribed (in ten thousand shares)	Shareholding ratio	Method of capital contribution	Timing of capital contribution
Nanjing Talent Innovation and Entrepreneurship Investment Fund Partnership (Limited Partnership) (南京市人才創新創業投資基金合夥企業(有限合夥))	500.0000	0.5834%	Net assets converted into shares	2023.11.30
Xunxing Investment (Chongqing) Co., Ltd. (巡星投資(重慶)有限公司)	1,090.9091	1.2728%	Net assets converted into shares	2023.11.30
Jiangsu Jiuquan Junhai Rongxin Investment Partnership Enterprise (Limited Partnership) (江蘇聿泉君海榮芯投資合夥企業(有限合夥))	2,727.2727	3.1821%	Net assets converted into shares	2023.11.30
Changsha Huaye High Tech Innovation Private Equity Fund Partnership Enterprise (Limited Partnership) (長沙華業高創私募股權基金合夥企業(有限合夥))	545.4546	0.6364%	Net assets converted into shares	2023.11.30
Pingtan Hengrui No. 6 Equity Investment Partnership Enterprise (Limited Partnership) (平潭恒睿六號股權投資合夥企業(有限合夥))	545.4545	0.6364%	Net assets converted into shares	2023.11.30
Nanjing Zijin Advanced Manufacturing Industry Equity Investment Center (Limited Partnership) (南京紫金先進製造產業股權投資中心(有限合夥))	1,272.7273	1.4850%	Net assets converted into shares	2023.11.30
Shanghai Xianghe Yongjun Equity Investment Partnership Enterprise (Limited Partnership) (上海祥禾涌駿股權投資合夥企業(有限合夥))	727.2727	0.8486%	Net assets converted into shares	2023.11.30
Ningbo Xinshuo Venture Capital Partnership Enterprise (Limited Partnership) (寧波鑫碩創業投資合夥企業(有限合夥))	1,090.9091	1.2728%	Net assets converted into shares	2023.11.30
Ningbo Jinpu Pengyuan Venture Capital Partnership Enterprise (Limited Partnership) (寧波金浦鵬源創業投資合夥企業(有限合夥))	363.6364	0.4243%	Net assets converted into shares	2023.11.30

Name of Shareholder	Number of Shares subscribed (in ten thousand shares)	Shareholding ratio	Method of capital contribution	Timing of capital contribution
Nanjing Jinpu Consumer Intelligent Manufacturing Equity Investment Fund Partnership Enterprise (Limited Partnership) (南京金浦消費智造股權投資基金合夥企業(有限合夥))	363.6364	0.4243%	Net assets converted into shares	2023.11.30
Shanghai Jinpu Technology Entrepreneurship Equity Investment Fund Partnership Enterprise (Limited Partnership) (上海金浦科技創業股權投資基金合夥企業(有限合夥))	363.6364	0.4243%	Net assets converted into shares	2023.11.30
Gongqingcheng Longxin Intelligent Entrepreneurship Investment Partnership Enterprise (Limited Partnership) (共青城龍芯智能創業投資合夥企業(有限合夥))	190.0000	0.2217%	Net assets converted into shares	2023.11.30
Gongqingcheng Longxin Juneng Venture Capital Partnership Enterprise (Limited Partnership) (共青城龍芯聚能創業投資合夥企業(有限合夥)	710.0000	0.8284%	Net assets converted into shares	2023.11.30
Suzhou Fenhu Qinhe Venture Capital Center (Limited Partnership) (蘇州汾湖勤合創業投資中心(有限合夥))	200.0000	0.2334%	Net assets converted into shares	2023.11.30
Shenzhen Hongtu Yuechuan Equity Investment Fund Partnership Enterprise (Limited Partnership) (深圳市紅土岳川股權投資基金合夥企業(有限合夥))	100.0000	0.1167%	Net assets converted into shares	2023.11.30
Zhuhai Hongtu Zhanlu Equity Investment Partnership Enterprise (Limited Partnership) (珠海市紅土湛盧股權投資合夥企業(有限合夥))	900.0000	1.0501%	Net assets converted into shares	2023.11.30
Yangzhou Longtou Semiconductor Industry Investment Fund Partnership Enterprise (Limited Partnership) (揚州龍投芯粒半導體產業投資基金合夥企業(有限合夥)	1,818.1818	2.1214%	Net assets converted into shares	2023.11.30

Name of Shareholder	Number of Shares subscribed (in ten thousand shares)	Shareholding ratio	Method of capital contribution	Timing of capital contribution
Xinxiang Rongcheng (Xiamen) Enterprise Management Consulting Partnership Enterprise (Limited Partnership) (欣向榮呈(廈門)企業管理諮詢合夥企業(有限合夥))	880.0000	1.0268%	Net assets converted into shares	2023.11.30
Kunde (Xiamen) Financial Advisory Partnership Enterprise (Limited Partnership) (昆德(廈門)財務顧問合夥企業(有限合夥))	2,403.6364	2.8045%	Net assets converted into shares	2023.11.30
Gaintech Co. Limited	300.0000	0.3500%	Net assets converted into shares	2023.11.30
Azure (Shenzhen) Private Equity Venture Capital Fund Partnership Enterprise (Limited Partnership) (蔚藍(深圳)私募創業投資基金合夥企業(有限合夥))	1,378.1818	1.6080%	Net assets converted into shares	2023.11.30
Gongqingcheng Qixin Yuanchuang Entrepreneurship Investment Partnership Enterprise (Limited Partnership) (共青城啟新源創創業投資合夥企業(有限合夥))	748.4459	0.8733%	Net assets converted into shares	2023.11.30
Jiaxing Haoqi Equity Investment Partnership Enterprise (Limited Partnership) (嘉興皓麒股權投資合夥企業(有限合夥))	927.2727	1.0819%	Net assets converted into shares	2023.11.30
Shanghai Longcheer Technology Co., Ltd.(上海龍旗科技股份有限公司)	278.1818	0.3246%	Net assets converted into shares	2023.11.30
Shenzhen Zhuoyuan Industrial Investment Co., Ltd. (深圳市卓源工業投資有限公司)	90.9091	0.1061%	Net assets converted into shares	2023.11.30
Total	**85,706.1732**	**100.00%**	–	–

Article 20 After filing with the CSRC and granting approval by the Hong Kong Stock Exchange, the Company may issue up to 367, 640 ,500 overseas listed foreign shares to investors and convert 693,909,187 domestic shares of the Company held by it into overseas listed foreign shares.

After issuance of the aforesaid overseas listed foreign shares (assuming the over-allotment option is not exercised) and conversion of domestic unlisted shares into overseas listed shares, the structure of share capital of the Company consists of: 1,065,624,232 ordinary shares, including 265,152,545 domestic unlisted shares and 800,471,687 overseas listed shares.

Upon completion of the issuance and listing of H Shares, the Company will have a total number of 1,065,624,232 shares, all of which are ordinary shares and without other class of shares.

After issuance of the aforesaid overseas listed foreign shares, the Company will complete the corresponding change in registration of registered capital with the company registration authority based on the verified actual amount of registered capital of the Company, and at the same time, report to the local commerce authority delegated by the State Council and the securities regulatory administrative authority under the State Council for record-filing.

Article 21 The Company or subsidiaries of the Company (including the affiliated enterprises of the Company) shall not provide any financial assistance to persons for purchasing or intending to purchase the shares of the Company in the form of, among others, gifts, advances, guarantees, reimbursements or borrowings, except for the implementation of employee share ownership plans by the Company.

For the benefit of the Company, the Company may provide financial assistance to others for acquiring shares of the Company or its parent company after the shareholders' meeting has passed a resolution, or a resolution is passed by the Board of Directors pursuant to the Articles of Association or the mandate of the shareholders' meeting, provided that the total amount of financial assistance in aggregate shall not exceed 10% of the total issued share capital. If a resolution is passed by the Board of Directors, it shall be approved by more than two-thirds of all directors.

Where a violation of the provisions in the preceding two paragraphs has occurred, causing losses to the Company, the responsible directors, supervisors and senior management personnel shall be held liable for compensation.

Section 2 Increase, Reduction and Repurchase of Shares

Article 22 The Company may, based on its operating and development needs, increase its capital in the following ways pursuant to the provisions of laws and regulations and after resolutions are respectively made at shareholders' meetings:

(1) by public issuance of shares;

(2) by non-public issuance of shares;

(3) by distributing bonus shares to existing shareholders;

(4) by converting common reserves into share capital;

(5) by any other means provided in laws and administrative regulations, and approved by relevant regulatory authorities, such as the securities regulatory authorities and stock exchanges of the place where the Company's shares are listed.

Subject to the provisions of laws, regulations, securities regulatory rules of the place where the Company's shares are listed, the Board of Directors may decide, based on the mandate of the shareholders' meeting, to issue shares of a number not exceeding 50% of the issued shares within three years. However, a resolution passed at a shareholders' meeting is required if the capital contribution is made by non-monetary properties

Subject to the provisions of laws, regulations, securities regulatory rules of the place where the Company's shares are listed, if the decision of the Board of Directors to issue shares pursuant to the provisions of the preceding paragraph has resulted in changes in the registered capital or the number of issued shares of the Company such that the amendment to the Articles of Association in respect of such recorded details no longer requires a resolution made at the shareholders' meeting, then such resolution of the Board of Directors shall be passed by more than two-thirds of all directors.

Article 23 The Company may reduce its registered capital. When the Company reduces registered capital, it shall comply with the Company Law and other relevant provisions within the PRC, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, and the procedures specified in the Articles of Association.

Article 24 The Company shall not acquire its own shares except in any of the following circumstances:

(1) reducing the registered capital of the Company;

(2) merging with other companies holding the shares of the Company;

(3) using shares in employee share ownership plans or equity incentives;

(4) shareholders who object to resolution of the shareholders' meeting on the merger or division of the Company requesting the Company to purchase their shares;

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

(6) when it is necessary to maintain the value of the Company and the interests of shareholders;

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

Article 25 The Company may acquire its own shares through the public centralized trading method, or through other methods recognized by the laws, administrative regulations, Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed and the CSRC (if necessary).

Where the Company acquires its own shares due to the circumstances specified in items (3), (5), and (6) of Article 24 of the Articles of Association, it shall do so through the public centralized trading method, subject to compliance with the requirements of the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed.

Article 26 Where the Company acquires its own shares due to the circumstances specified in items (1) and (2) of Article 24 of the Articles of Association, a resolution of the shareholders' meeting is required; where the Company acquires its own shares due to the circumstances specified in items (3), (5), and (6) of Article 24 of the Articles of Association, it may be approved, pursuant to the Articles of Association or authorization of the shareholders' meeting, by a resolution of the meeting of the Board of Directors attended by more than two-thirds of the directors.

In respect of domestic unlisted shares, after the Company acquires its own shares in accordance with the provisions of Article 24 of the Articles of Association, if it is under the circumstances of item (1), such shares shall be cancelled within 10 days from the date of acquisition; if it is under the circumstances of items (2) and (4), such shares shall be transferred or cancelled within six months; if it is under the circumstances of items (3), (5), and (6), the total number of the Company's shares held by the Company shall not exceed 10% of the total number of issued shares of the Company, and such shares shall be transferred or cancelled within three years. If the laws, regulations and the securities regulatory authorities of the place where the Company's shares are listed have other provisions on matters involving repurchase of shares, such provisions shall prevail.

After the Company has acquired its own shares, the Company shall fulfill its obligation of information disclosure pursuant to the relevant requirements of, among others, the laws, administrative regulations, rules, regulatory documents and the Hong Kong Listing Rules. If the securities regulatory rules of the place where the Company's shares are listed have other provisions on matters relating to this Article, such provisions shall prevail, provided without violating the applicable domestic relevant laws and regulations including the Company Law, the Securities Law and the Pilot Administrative Measures.

Section 3 Transfer of Shares

Article 27 Shares of the Company may be transferred in accordance with the law.

All transfers of overseas listed shares which are listed in Hong Kong shall be effected by way of written instrument of transfer in general or ordinary format or any such other format as acceptable to the Board of Directors (including the standard format of transfer or form of transfer as prescribed by the Hong Kong Stock Exchange from time to time); and such instrument of transfer shall only be signed by hand or, if the transferor or the transferee is a company, affixed with a valid seal of such company. If the transferor or transferee is a recognized clearing house as defined under the relevant ordinances of the Hong Kong laws in force from time to time or an agent thereof, the written instrument of transfer may be signed by hand or in machine-printed form. All instruments of transfer shall be kept at the legal address of the Company or other places as may be designated by the Board of Directors from time to time.

Article 28 The Company shall not accept any of its own shares as the subject of pledge.

Article 29 Shares issued by the Company prior to its public offering of shares shall not be transferred within one year from the date on which the Company's shares are listed and traded on a stock exchange.

Directors, supervisors and senior management personnel of the Company shall report to the Company the shares of the Company held by them (including preferred shares, if any) and any changes thereof. During the term of office as determined when they assume the posts, the shares transferred in each year shall not exceed 25% of the total shares of the same class held by them in the Company; the shares of the Company held by them shall not be transferred within one year from the date on which the Company's shares are listed and traded. Within six months after the above-mentioned personnel leave their posts, they shall not transfer any shares of the Company held by them.

If shares are pledged during the restricted transfer period stipulated by laws and administrative regulations, the pledgee shall not exercise the right of pledge during the restricted transfer period. If the laws, administrative regulations or the securities regulatory authorities under the State Council have other provisions on the transfer of the Company's shares held by shareholders or de facto controllers of listed companies, such provisions shall prevail.

If the relevant provisions of Hong Kong Listing Rules or the securities regulatory authorities of the place where the Company's shares are listed provide otherwise regarding the transfer restriction of overseas listed shares, such other provisions shall prevail.

Article 30 If the Company's directors, supervisors, senior management personnel or shareholders holding more than 5% of the Company's shares (excluding recognized clearing house, or its agent, as defined by the relevant ordinances under the laws of Hong Kong in effect from time to time) sell the Company's shares or other equity-based securities within six months after purchase, or buys them back within six months after sale, the profits derived therefrom shall belong to the Company, and the Company's Board of Directors shall recover such profits. However, this does not apply to the securities companies, Hong Kong Securities Clearing Company Limited and HKSCC Nominees Limited that holds more than 5% of shares due to the purchase of remaining shares after underwriting, and other circumstances as stipulated by the CSRC or the securities regulatory authority of the place where the Company's shares are listed.

The shares or other equity-based securities referred to in the preceding paragraph, held by directors, supervisors, senior management personnel and natural person shareholders, include those shares or other equity-based securities held by their spouses, parents, children, as well as those held through other people's accounts.

If the Board of Directors fails to enforce in accordance with the provisions of paragraph 1 of this Article, the shareholders shall have the right to demand the Board of Directors to enforce within 30 days. If the Board of Directors fails to enforce within the period specified above, the shareholders shall have the right to initiate a lawsuit directly in the People's Court in their own names for the benefit of the Company.

If the Board of Directors fails to enforce in accordance with the provisions of paragraph 1 of this Article, the directors who are responsible shall bear joint liability in accordance with the law.

If the transfer restrictions described in this Article involve H Shares, compliance with the relevant provisions of the listing rules and the securities regulatory authorities of the place where the Company's shares are listed and other applicable laws are required.

CHAPTER 4 SHAREHOLDERS AND SHAREHOLDERS' MEETING

Section 1 Shareholders

Article 31 The Company shall establish a register of shareholders in accordance with the certificates provided by the securities registration authorities. The register of shareholders serves as sufficient evidence of the shareholders' shareholdings in the Company. Shareholders shall enjoy rights and bear obligations according to the classes of shares held by them; shareholders holding the same class of shares shall enjoy equal rights and bear the same obligations. If there is any inconsistency between the original and the duplicate register of holders of H shares, the original version shall prevail. The original register of holders of H Shares shall be maintained in Hong Kong.

Article 32 The register of shareholders maintained in Hong Kong shall be open for inspection by shareholders but the Company may be permitted to close the register on terms equivalent to section 632 of the Companies Ordinance (Chapter 622). If any laws and regulations stipulated by the securities regulatory authorities and stock exchange of the place where the Company's shares are listed provide for the suspension of the registration procedures of share transfers, such regulations shall prevail.

Article 33 Any shareholder whose name is registered in the register of shareholders, or any person who requests that his/her name be entered into the register of shareholders may, if his/her share certificate (the "**Original Certificate**") is stolen, lost or destroyed, apply to the Company for issuance of a replacement share certificate in respect of such shares (the "**Relevant Shares**").

Applications for the replacement of share certificates from holders of domestic shares who had their certificates stolen, lost or destroyed, shall be handled in accordance with the relevant provisions of the Company Law.

Applications for the replacement of share certificates from holders of overseas listed foreign shares who had their certificates stolen, lost or destroyed, shall be handled in accordance with the laws of the place where the original register of holders of overseas listed foreign shares is kept, the rules of the stock exchange, or other relevant provisions.

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

(1) to receive dividends and other forms of profit distribution in proportion to their shareholdings;

(2) to request, convene, preside over, attend or appoint a proxy to attend a shareholders' meeting in accordance with the laws, and to exercise the corresponding right to speak and voting rights, unless individual Shareholders are required by the Hong Kong Listing Rules to abstain from voting on specific matters, such as where a Shareholder holds a material interest in a particular transaction or arrangement being voted upon;

(3) to supervise the Company's operations and to make suggestions or inquiries;

(4) to transfer, gift or pledge the shares they hold in accordance with the laws, administrative regulations and the provisions of the Articles of Association;

(5) to inspect and copy the Articles of Association, the register of shareholders, minutes of shareholders' meetings, resolutions of Board meetings, supervisors' decisions and financial accounting reports;

(6) upon the termination or liquidation of the Company, to participate in the distribution of the Company's remaining assets in proportion to their shareholdings;

(7) to request the Company to acquire their shares if the shareholders object to the resolution on the merger or division of the Company adopted by the shareholders' meetings;

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

Shareholders who individually or jointly hold more than 3% of the Company's shares for more than 180 consecutive days may request to inspect the Company's accounting books and accounting vouchers. Such shareholders requesting to inspect the Company's accounting books and accounting vouchers shall submit a written request to the Company, stating the purpose. If the Company has reasonable grounds to believe that the shareholder's request to inspect the accounting books and accounting vouchers is for an improper purpose and may harm the legitimate interests of the Company, it may refuse to provide access for inspection, and shall give a written reply to the shareholder within 15 days from the date of the shareholder's written request, stating the reasons therefor. If the Company refuses to provide access for inspection, the shareholder may initiate proceedings in the people's court.

Shareholders may appoint intermediary institutions such as accounting firms or law firms to carry out the inspection of the materials as stipulated above.

Shareholders and the accounting firms, law firms, or other intermediary institutions appointed by them shall comply with the provisions of the laws and administrative regulations relating to the protection of state secrets, trade secrets, personal privacy and personal information, among others, when inspecting and duplicating the relevant materials.

If a shareholder requests to inspect or duplicate the relevant materials of the Company's wholly-owned subsidiaries, the above four provisions shall apply.

Shareholders inspecting or duplicating relevant materials shall comply with the provisions of laws and administrative regulations, including the Securities Law, the Pilot Administrative Measures, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed.

Article 35 Where a Shareholder requests to inspect or duplicate the relevant information mentioned in the preceding article or requests for materials, such Shareholder shall provide the Company with written documents proving the class and number of shares he/she holds in the Company. Upon verification of the shareholder's identity, the Company shall provide the relevant information or materials in accordance with the shareholder's request.

When the Company convenes a shareholders' meeting, distributes dividends, enters into liquidation and engages in other acts requiring the identification of shareholders, the Board of Directors or the convener of the shareholders' meeting shall decide the record date. Shareholders whose names appear on the register of shareholders at the close of trading on the record date are entitled to the relevant rights.

Article 36 If the content of a resolution of the Company's shareholders' meeting or Board of Directors violates laws or administrative regulations, the shareholder shall have the right to petition the People's Court to invalidate the resolution.

If the convening procedures or voting methods of the Company's shareholders' meeting or the board meeting violates the law, administrative regulations or the Articles of Association, or the content of a resolution breaches the Articles of Association, the shareholders shall have the right to petition the People's Court to revoke such resolution within 60 days from the date on which the resolution is adopted, unless there are only minor flaws in the convening procedures or voting methods of the shareholders' meeting or the board meeting, which has no substantive impact on the resolution.

Shareholders who have not been notified to attend the shareholders' meeting may, within 60 days from the date when they know or should have known that the resolution of the shareholders' meeting has been made, petition the People's Court to revoke the resolution; if they do not exercise the right of revocation within one year from the date when the resolution is made, the right of revocation shall be extinguished.

Article 37 A resolution of a shareholders' meeting or the Board of Directors shall not be valid under any of the following circumstances:

(1) a resolution is adopted without convening a shareholders' meeting or a meeting of the Board of Directors;

(2) the matters to be resolved are not voted upon at the shareholders' meeting or the meeting of the Board of Directors;

(3) the number of attendees or the number of voting rights held by them does not reach the quorum or the number of voting rights held as stipulated in the Company Law or the Articles of Association;

(4) the number of people voting in favor of the matters to be resolved or the number of voting rights held by them does not reach the quorum or the number of voting rights held as stipulated in the Company Law or the Articles of Association.

Article 38 If any director or senior management personnel violates the laws, administrative regulations or the Articles of Association in performing his/her duties, thereby incurring any loss to the Company, the shareholders individually or jointly holding more than 1% of the Company's shares for more than 180 consecutive days shall have the right to request the supervisors in writing to initiate proceedings in the People's Court; if any supervisor violates the laws, administrative regulations or the Articles of Association in performing his/her duties, thereby incurring any loss to the Company, the aforesaid shareholders may request the Board of Directors in writing to initiate proceedings in the People's Court.

If the supervisors or the Board of Directors, upon receiving the written request from shareholders as prescribed in the preceding paragraph, refuse to initiate proceedings, or fail to initiate proceedings within 30 days from the date of receipt of such request, or where circumstances are urgent and failure to initiate proceedings immediately would cause irreparable damage to the Company's interests, the shareholders prescribed in the preceding paragraph shall have the right to initiate proceedings directly in the People's Court in their own names for the benefit of the Company.

If any person infringes upon the lawful interests of the Company, thereby incurring any loss to the Company, the shareholders referred to in the first paragraph of this Article may initiate proceedings in the People's Court in accordance with the provisions of the preceding two paragraphs.

Where a director, supervisor or senior management personnel of a wholly-owned subsidiary of the Company is involved in any of the circumstances set forth in the preceding paragraph, or where others infringe upon the lawful interests of a wholly-owned subsidiary of the Company and cause losses, the shareholders individually or jointly holding more than 1% of the Company's shares for more than 180 consecutive days may, in accordance with the provisions of the preceding three paragraphs, request the board of supervisors or the board of directors of the wholly-owned subsidiary in writing to initiate proceedings in the People's Court, or directly initiate proceedings in their own names in the People's Court.

Article 39 Where directors or senior management personnel violate laws, administrative regulations, or the provisions of the Articles of Association, thereby harming the interests of shareholders, shareholders may bring legal proceedings before the People's Court.

Where directors or senior management personnel cause damage to others in the course of performing their duties, the Company shall be liable for compensation; where such directors or senior management personnel act with intent or gross negligence, they shall also be liable for compensation.

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

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

(2) to pay the share capital in accordance with the shares subscribed and the method of shareholding;

(3) except as provided by laws or regulations, not to withdraw their share capital;

(4) not to abuse shareholder rights to the detriment of the Company or other shareholders; nor to abuse the Company's independent legal status and shareholders' limited liability to the detriment of the Company's creditors;

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

Where shareholders of the Company abuse shareholder rights causing loss to the Company or other shareholders, they shall bear liability for compensation in accordance with the law. Where shareholders of the Company abuse the Company's independent status as a legal person and the limited liabilities of shareholders for the purposes of evading repayment of debts, thereby seriously damaging the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company.

Where shareholders take advantage of the two or more companies under their control in committing the foregoing acts, each company shall be held jointly and severally liable for the debts of any of them.

Article 41 Where shareholders holding more than 5% of voting shares of the Company pledge shares held by them, they shall make written reports to the Company on the day on which they pledge their shares.

Article 42 Where the controlling shareholder or actual controller of the Company does not serve as a director but actually manages the Company's affairs, they shall owe a duty of loyalty to the Company. They shall take measures to avoid conflicts between their own interests and those of the Company and shall not use their position to obtain improper benefits. They shall owe a duty of diligence to the Company. In performing their duties, they shall exercise the reasonable care ordinarily expected of a manager acting in the best interests of the Company.

The controlling shareholder and actual controller of the Company owe a fiduciary duty to the Company and its public shareholders. The controlling shareholders shall exercise their rights as capital contributors in strict accordance with laws, and the controlling shareholders shall not impair the legitimate rights and interests of the Company and its public shareholders by means such as distribution of profits, reorganization of assets, external investment, misappropriation of funds, loan or guarantee, nor make use of their controlling position to impair the interests of the Company and its public shareholders.

Where a controlling shareholder or actual controller of the Company instructs directors or senior management personnel to engage in conduct detrimental to the Company or its shareholders, they shall bear joint and several liability with such directors or senior management personnel.

The Company shall prevent its shareholders and related (connected) persons from directly or indirectly appropriating the capital and resources of the Company through various means, except in compliance with the relevant requirements of applicable laws, administrative regulations, departmental rules, normative documents, and the Hong Kong Listing Rules.

Section 2 General Provisions for Shareholders' Meetings

Article 43 The shareholders' meeting is the power organ of the Company and shall exercise the following authorities in accordance with the law:

(1) to elect and replace directors and supervisors who are not representatives of the employees, and to decide on their remuneration;

(2) to consider and approve the report of the Board of Directors;

(3) to consider and approve the reports of the supervisors;

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

(5) to pass resolutions on the increase or decrease of the Company's registered capital;

(6) to pass resolutions on the issuance of corporate bonds;

(7) to pass resolutions on the merger, division, dissolution, liquidation of the Company or the change of the Company's form;

(8) to amend the Articles of Association;

(9) to pass resolutions on the appointment and dismissal of the accounting firm that undertakes the auditing services of the Company, and matters relating to the remuneration of such accounting firm;

(10) to consider and approve the guarantee matters in compliance with the provisions of Article 44;

(11) to consider transactions entered into by the Company (excluding the provision of guarantees and financial assistance) that meet any of the following criteria:

1. where the total assets involved in the transaction (where both book value and appraised value exist, the higher value shall prevail) account for 50% or more of the Company's latest audited total assets;

2. where the transaction consideration represents 50% or more of the Company's latest audited net assets, and exceeds RMB50 million;

3. where the relevant operating income of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for 50% or more of the Company's audited operating income for the latest accounting year, and exceeds RMB50 million;

4. where the profit generated by the transaction accounts for 50% or more of the Company's audited net profit for the latest accounting year, and exceeds RMB10 million;

5. where the relevant net profit of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for 50% or more of the Company's audited net profit for the latest accounting year, and exceeds RMB10 million.

Where the data pertaining to the calculation of the above indicators are negative, their absolute values shall be used for calculation.

However, transactions from which the Company receives unilateral benefits, including the receipt of donated cash assets, the obtainment of debt waivers, and the acceptance of guarantees and financial assistance, may be exempt from the shareholders' meeting review procedures set out above.

Except for matters such as the provision of guarantees, the provision of financial assistance and entrusted wealth management, which are otherwise provided for in the Articles of Association or applicable laws, administrative regulations and government rules, where the Company enters into transactions of the same category relating to the same subject matter, such transactions shall be aggregated on a cumulative basis over a period of 12 consecutive months. Transactions that have already been considered by the shareholders' meeting shall no longer be included in the relevant cumulative calculation.

(12) to consider matters concerning the Company's purchase or disposal of material assets or the provision of guarantees to others by the Company within one year, where the aggregate amount exceeds 30% of the Company's latest audited total assets;

(13) to consider and approve transactions between the Company and its related (connected) persons that are required under the Hong Kong Listing Rules to be submitted to the shareholders' meeting for approval, except where exempted by the Hong Kong Stock Exchange;

(14) to consider and approve matters concerning the change of the use of raised funds;

(15) to consider the equity incentive plan and the employee shareholding plan;

(16) to consider the following matters relating to the provision of external financial assistance by the Company:

1. the latest gearing ratio of the party receiving assistance exceeds 70%;

2. the amount of single financial assistance or the accumulated amount of financial assistance within 12 consecutive months exceeds 10% of the latest audited net assets of the Company;

3. other circumstances involving the provision of financial assistance which are required to be considered and approved by the shareholders' meeting pursuant to laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

(17) to consider such other matters as are required under laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association to be approved or determined by the shareholders' meeting.

Article 44 The following external guarantees of the Company shall be considered and approved at the shareholders' meeting:

(1) any guarantees provided after the total amount of external guarantees of the Company and its controlling subsidiaries has exceeded 50% of the latest audited net assets;

(2) any guarantees provided after the total amount of external guarantees of the Company has exceeded 30% of the latest audited total assets;

(3) any guarantees provided by the Company within one year with an amount exceeding 30% of the Company's latest audited total assets;

(4) any guarantees provided for a guaranteed party with a gearing ratio of over 70%;

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

(6) any guarantees provided for shareholders, actual controllers and their connected (related) parties;

(7) other circumstances involving the provision of external guarantees which are required to be considered and approved by the shareholders' meeting pursuant to laws, regulations, normative documents, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

The abovementioned external guarantee matters that are subject to approval by the shareholders' meeting must be considered and approved by the Board of Directors before being submitted to the shareholders' meeting for approval.

Transactions between the Company and its controlling subsidiaries or other entities under its control within the scope of consolidated statements, or transactions between the said controlling subsidiaries or other entities under its control, shall be exempted from the requirements of disclosure and fulfillment of the corresponding procedures in accordance with the provisions of this chapter, except as otherwise provided by laws, regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

The Board of Directors has the right to consider and approve the external guarantees other than the foregoing that are subject to approval of the shareholders' meeting.

When the proposal for providing guarantees to a shareholder, actual controller and their connected (related) parties is considered by the shareholders' meeting, the relevant shareholder or the shareholders controlled by the actual controller shall not participate in the voting, and this proposal shall be adopted by more than half of the voting rights held by the other shareholders present at the shareholders' meeting.

Article 45 Shareholders' meetings shall be divided into annual shareholders' meetings and extraordinary shareholders' meetings. The annual shareholders' meeting shall be convened once annually and shall be held within 6 months following the conclusion of the preceding financial year.

Article 46 In case any of the following circumstances occurs, the Company shall convene an extraordinary shareholders' meeting within 2 months from the date when the relevant fact occurs:

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

(2) when the Company's uncovered losses reach one-third of the total share capital;

(3) upon request by shareholders holding individually or collectively 10% or more of the shares of the Company;

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

(5) when the supervisors propose to convene the meeting;

(6) in other circumstances as provided for by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

Article 47 The venue for convening a shareholders' meeting of the Company shall be the domicile of the Company or such other place as specified in the notice of the shareholders' meeting.

A venue shall be set up for a shareholders' meeting, which shall be held in the form of a physical meeting, video conference, online meeting and other forms of electronic communications. Where online voting is required to be provided under the securities regulatory rules of the place where the Company's shares are listed, the Company shall provide means for online voting to facilitate shareholders' participation in the shareholders' meeting. Shareholders who participate in the shareholders' meeting by any of the aforementioned means shall be deemed to have attended the meeting.

If the extraordinary shareholders' meeting is held under the provisions of the securities regulatory rules of the place where the Company's shares are listed, the actual holding date of the extraordinary shareholders' meeting may be adjusted in accordance with the provisions of the relevant rules of the stock exchange where the Company's shares are listed (if applicable).

Section 3 Convening of Shareholders' Meeting

Article 48 The shareholders' meeting shall be convened by the Board of Directors, except as otherwise provided by law or the Articles of Association.

Article 49 Subject to the consent of more than half of all the independent directors, the independent directors have the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting. With regard to the proposal made by the independent directors for convening an extraordinary shareholders' meeting, the Board of Directors shall, in accordance with the laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, provide a written response indicating whether it agrees or disagrees to convene the extraordinary shareholders' meeting within 10 days upon receipt of the proposal.

Where the Board of Directors agrees to convene the extraordinary shareholders' meeting, a notice of convening the shareholders' meeting shall be issued within 5 days after the resolution of the Board of Directors is made. Where the Board of Directors does not agree to convene the extraordinary shareholders' meeting, it shall provide reasons and make an announcement.

Article 50 The supervisors shall have the right to propose that the Board of Directors convene an extraordinary shareholders' meeting, and such proposal shall be submitted to the Board of Directors in writing. The Board of Directors shall, in accordance with applicable laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, decide within 10 days of receiving the written proposal whether to convene the extraordinary shareholders' meeting and shall provide a written response.

Where the Board of Directors agrees to convene the extraordinary shareholders' meeting, it shall issue a notice of the meeting within 5 days after the resolution of the Board of Directors is made. Any changes to the original proposal contained in the notice shall be subject to the consent of the supervisors.

Where the Board of Directors refuses to convene an extraordinary shareholders' meeting or fails to respond within 10 days of receiving a proposal, the Board of Directors shall be deemed unable or to have failed to perform its duty to convene a shareholders' meeting. In such circumstances, the supervisors may convene and preside over the meeting themselves.

Article 51 Shareholders who individually or jointly hold more than 10% of the Company's shares (excluding treasury shares from the total number of shares of the Company for such purpose) shall have the right to request the Board of Directors to convene an extraordinary shareholders' meeting, and shall submit such request in writing to the Board of Directors. The Board of Directors shall, in accordance with applicable laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, decide within 10 days of receipt of the request whether to convene the extraordinary shareholders' meeting and shall provide a written response to the shareholders.

Where the Board of Directors consents to convene the extraordinary shareholders' meeting, a notice of meeting shall be issued within 5 days after the resolution of the Board of Directors is made, and any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

Where the Board of Directors declines to convene the extraordinary shareholders' meeting, or fails to respond within 10 days of receipt of the request, shareholders individually or jointly holding more than 10% of the Company's shares shall have the right to propose to the supervisors to convene an extraordinary shareholders' meeting in writing.

The supervisors shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed as well as the Articles of Association, make a decision on whether or not to convene an extraordinary shareholders' meeting and reply to the shareholders in writing within 10 days from the date of receipt of the request.

Where the supervisors consent to convene the extraordinary shareholders' meeting, a notice of meeting shall be issued within 5 days from the date of receipt of the request, and any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

Where the supervisors fail to convene and preside over a shareholders' meeting, shareholders who individually or jointly hold more than 10% of the Company's shares for a continuous period of not less than 90 days may convene and preside over the meeting themselves.

Where laws, administrative regulations, rules or the relevant rules of the securities regulatory authorities in the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

Article 52 Where the supervisors or shareholders decide to convene a shareholders' meeting on their own, they shall notify the Board of Directors in writing. Prior to the announcement of the resolutions adopted at the shareholders' meeting, the shareholding ratio of the convening shareholders shall not be less than 10%.

Article 53 The Board of Directors and the secretary to the Board of Directors shall provide full cooperation in connection with any shareholders' meeting convened independently by the supervisors or shareholders. The Board of Directors shall provide the register of members as of the record date.

Article 54 All necessary expenses incurred in connection with shareholders' meetings convened independently by the supervisors or shareholders shall be borne by the Company.

Section 4 Proposal and Notice of the Shareholders' Meeting

Article 55 A proposal shall fall within the scope of authority of the shareholders' meeting, specify a clear subject and concrete resolutions to be adopted, and comply with applicable laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. Proposals shall be submitted or served on the convener in writing.

Article 56 The Board of Directors, the supervisors, and shareholders who individually or jointly hold 1% or more of the Company's shares shall be entitled to submit a proposal to the Company for consideration at the shareholders' meeting of the Company.

Shareholders who individually or jointly hold 1% or more of the Company's shares shall be entitled to submit a provisional proposal in writing to the convener at least 10 days prior to the holding of the shareholders' meeting. Any provisional proposal shall specify a clear agenda item and the specific matters to be resolved. Upon receipt of such proposal, the convener shall within two days issue a supplemental notice of the shareholders' meeting and announce the contents of the provisional proposals, except where the provisional proposal violates the laws, administrative regulations or the provisions of the Articles of Association, or falls outside the scope of the functions and powers of the shareholders' meeting.

Except as provided in the preceding paragraph, after the notice of the shareholders' meeting has been issued, the convener shall not amend any proposal already included in the notice, nor shall any new proposal be added.

No proposal that is not set out in the notice of the shareholders' meeting or that fails to comply with Article 55 of the Articles of Association may be voted on or resolved upon at the shareholders' meeting.

Article 57 The convener shall notify the shareholders by announcement 21 days prior to the annual shareholders' meeting, and shall notify the shareholders by announcement 15 days prior to the extraordinary shareholders' meeting.

Where the laws, regulations, and the securities regulatory authorities and stock exchange of the place where the Company's shares are listed provide otherwise, such provisions shall prevail. If a shareholders' meeting is required to be postponed due to the publication of a supplemental notice of the shareholders' meeting pursuant to the securities regulatory rules of the place where the Company's shares are listed, the convening of the shareholders' meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the Company's shares are listed.

In calculating the commencement of the aforesaid "21-day" and "15-day" periods, the Company shall exclude the date of the meeting but include the date on which the notice is despatched.

Article 58 Notice of a shareholders' meeting shall be given in writing (including in hard copy or electronic form that complies with the relevant regulatory rules of the place where the Company's securities are listed) and shall include the following particulars:

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

(2) the matters and proposals to be submitted for consideration at the meeting;

(3) a conspicuous statement that all ordinary shareholders are entitled to attend the shareholders' meeting, and a shareholder may appoint a proxy in writing to attend the meeting and vote on his/her behalf, and the scope of matters, authority and term of the proxy shall be clearly specified and such proxy need not be a shareholder of the Company;

(4) the record date for determining shareholders entitled to attend the shareholders' meeting;

(5) the name and contact number of the permanent contact person responsible for meeting affairs;

(6) voting time and the voting procedures for online or other forms of meeting;

(7) other requirements stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

The notice of the shareholders' meeting and its supplementary notice shall include the contents required by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and the Articles of Association, and shall fully, completely disclose the details of all proposals. If the matters to be discussed require the opinions of the independent directors, the opinions of the independent directors and the reasons therefor shall be disclosed at the same time when the notice of the shareholders' meeting or its supplementary notice is issued.

Voting online or by other means at the shareholders' meeting shall commence no earlier than 3:00 p.m. on the day before the physical shareholders' meeting and no later than 9:30 a.m. on the day of the physical shareholders' meeting, and shall end no earlier than 3:00 p.m. on the day of the physical shareholders' meeting.

The interval between the record date and the date of the shareholders' meeting shall not be more than 7 business days. Once the record date is confirmed, no change may be made thereto.

If the Company needs to provide additional material information on matters proposed at the shareholders' meeting, it shall provide such information no less than 10 business days prior to the meeting. The Company shall, if necessary, adjourn the shareholders' meeting to ensure compliance with this provision.

Article 59 If the elections of directors and supervisors are intended to be discussed at the shareholders' meeting, the notice of the shareholders' meeting shall fully disclose the details of the candidates for the role of directors and supervisors, and shall at least include the following particulars:

(1) personal particulars, such as education background, work experience and any part-time work undertaken;

(2) whether the candidate has any connected (related) relationship with the Company or with its controlling shareholders and actual controllers, or with other directors and supervisors of the Company;

(3) the number of shares held by them in the Company;

(4) whether or not the candidate has been subject to penalties by the CSRC and other relevant authorities, or any disciplinary actions imposed by any stock exchange;

(5) term of office and remuneration;

(6) the information required to be disclosed under the Hong Kong Listing Rules in relation to the new appointment, re-election or re-designation of directors or supervisors.

Except for the election of directors and supervisors by cumulative voting mechanism, the nomination proposal on each candidate for director or supervisor shall be submitted in the form of a separate proposal.

Article 60 After a notice of a shareholders' meeting has been issued, the shareholders' meeting shall not be postponed or cancelled without justifiable reasons, and the proposals set out in the notice of the shareholders' meeting shall not be withdrawn. In the event of any postponement or cancellation, the convener shall make an announcement and state the reasons therefor at least two business days prior to the originally scheduled date of the shareholders' meeting. Where the shareholders' meeting is postponed, the date of the postponed shareholders' meeting shall be specified in the announcement. Notice of a shareholders' meeting shall be issued in the manner prescribed by applicable laws, administrative regulations, departmental rules, normative documents and the Hong Kong Listing Rules.

Subject to compliance with the requirements of applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and the Articles of Association, and completion of the relevant procedures, the Company may give notice of a shareholders' meeting to shareholders holding overseas listed shares by publishing an announcement on the Company's website and the website designated by the Hong Kong Stock Exchange, or by such other means as permitted under the Hong Kong Listing Rules, the Articles of Association and the relevant rules of procedure. Notice of a shareholders' meeting may also be given by way of announcement to shareholders holding domestic unlisted shares.

Section 5 Holding of Shareholders' Meeting

Article 61 The Board of Directors of the Company and other conveners shall take necessary measures to ensure the normal order of a shareholders' meeting. They shall take measures to prevent any interference with the shareholders' meeting, disturbance and violation of the legitimate rights and interests of shareholders and promptly report the same to the relevant departments for investigation.

Article 62 All ordinary shareholders whose names appear on the register of members on the record date, or their proxies, shall be entitled to attend the shareholders' meeting, speak at the shareholders' meeting and exercise their voting rights in accordance with applicable laws, regulations, the Hong Kong Listing Rules and the Articles of Association.

A shareholder may attend a shareholders' meeting in person or appoint one or more proxies (who need not be shareholders of the Company) to attend and vote on the shareholder's behalf. Attendance by a proxy shall be deemed attendance by the shareholder in person. Shareholders (including proxies) attending a shareholders' meeting shall, in accordance with applicable laws, enjoy all rights including the right to be informed, the right to speak, the right to ask questions and the right to vote. Shareholders shall be entitled to speak and vote at shareholders' meetings, except where a shareholder is required under the Hong Kong Listing Rules to abstain from voting on any particular matter. If a shareholder is a recognized clearing house (or its nominee(s)) within the meaning of the relevant ordinances of Hong Kong for the time being in force, such shareholder may authorize its corporate representative(s), or one or more other persons as it considers appropriate, to act as its proxy(ies) at any shareholders' meeting.

Article 63 An individual shareholder attending a meeting in person shall present his/her identity card, or other valid document or evidence establishing his/her identity, and his/her share account card. If a proxy is appointed to attend the meeting on a shareholder's behalf, the proxy shall present his/her valid proof of identity and the proxy form issued by the shareholder. Each shareholder is entitled to appoint one proxy, who need not be a shareholder of the Company.

A corporate or other institutional shareholder shall be represented at a meeting by its legal representative (or person-in-charge) or executing partner, or by a proxy appointed by any of them. If the legal representative (or person-in-charge) or executing partner attends, he/she shall present his/her identity card and valid evidence of his/her capacity as such. If a proxy attends, the proxy shall present his/her identity card and a written power of attorney duly issued by the legal representative (or person-in-charge) or executing partner of the corporate or institutional shareholder in accordance with applicable law. A corporate or other institutional shareholder may execute a form of proxy under the hand of a duly authorized officer or person.

If a shareholder is a recognized clearing house (or its nominee(s)) as defined in the relevant ordinances of Hong Kong for the time being in force, that shareholder may authorize its corporate representative(s), or one or more other persons as it considers appropriate, to act as its representative(s) at any shareholders' meeting or creditors' meeting. Where more than one person is so authorized, the instrument of proxy or authorization must specify the number and class of shares in respect of which each person is authorized and must be signed by an authorized officer of the recognized clearing house. A person so authorized may attend and act on behalf of the recognized clearing house (or its nominee(s)) without producing any evidence of shareholding, notarized authorization and/or further evidence of due authorization, and shall be entitled to exercise the same statutory rights as other shareholders, including the rights to speak and vote, as if that person were an individual shareholder of the Company.

Article 64 Any shareholder entitled to attend and vote at a shareholders' meeting may appoint one or more proxies (who need not be shareholders of the Company) to attend and vote on the shareholder's behalf. A proxy form issued by a shareholder for the appointment of another person to attend a shareholders' meeting on the shareholder's behalf shall set out the following particulars:

(1) the name of the proxy and the number of shares represented by the proxy;

(2) whether the proxy has voting rights;

(3) instructions to vote for, against or abstain from voting on each matter to be considered at the shareholders' meeting;

(4) the date of execution and the validity period of the proxy form;

(5) the signature (or seal) of the appointor. Where the appointor is a corporate shareholder or other institutional shareholder, the proxy form shall be affixed with the corporate seal/institutional seal or signed by its director or duly authorized proxy or representative.

Article 65 The proxy form shall state whether the proxy may vote at his/her own discretion in the absence of specific instructions from the shareholder. Failing such statement, the proxy shall be deemed entitled to vote at his/her own discretion.

Article 66 The power of attorney for proxy voting shall be deposited at the domicile of the Company or such other places designated in the notice of the meeting at least 24 hours before the meeting at which the proxy is authorized to vote or at least 24 hours before the specified voting time. If the power of attorney for proxy voting is signed by the authorized person of the appointor, the letter of authority for signing or other authorization documents shall be notarized. The notarized letter of authority or other authorization documents and the power of attorney for proxy voting shall be maintained at the domicile of the Company or other places specified in the meeting notice.

Where the appointor is a corporate or other institutional shareholder, it shall be represented at the shareholders' meeting of the Company by its legal representative (or person-in-charge) or executing partner, or by a person authorized by resolution of its Board of Directors or other decision-making body.

Article 67 The Company shall prepare a register of persons attending the meeting. The register shall contain, among other particulars, the name (or corporate name) of each attendee, identity card number, residential address, number of voting shares held or represented, and name (or corporate name) of the principal represented.

Article 68 The convener and the lawyer(s) engaged by the Company (if any) shall, based on the register of members provided by the securities registration and clearing institution, jointly verify the validity of shareholders' qualifications and register each shareholder's name (or corporate name) and the number of voting shares held by that shareholder. Registration for the meeting shall close before the chairperson announces the number of shareholders and proxies attending the meeting in person and the total number of voting shares they hold or represent.

Article 69 When a shareholders' meeting is convened, all directors, supervisors and the secretary to the Board of Directors of the Company shall attend the meeting, and the general manager and other senior management personnel shall be present at the meeting, except where they are unable to attend or be present due to objective reasons. Subject to compliance with the securities regulatory rules of the place where the Company's shares are listed, the aforesaid persons may attend or be present at the meeting via the internet, video conferencing, telephone or other means having equivalent effect.

Article 70 The shareholders' meeting shall be presided over by the Chairman of the Board of Directors. Where the Chairman of the Board of Directors is unable or fails to perform his duties, more than half of the directors shall jointly elect one director to preside over the meeting.

A shareholders' meeting convened by the supervisor(s) itself/themselves shall be presided over by a supervisor. Where such supervisor is unable or fails to perform his/her duties, one member of the Audit Committee jointly elected by more than half of the members of the Audit Committee shall preside over the meeting.

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

When a shareholders' meeting is held and the chairperson of the meeting violates the rules of procedure in a way that makes it impossible for the shareholders' meeting to continue, a person may be elected at the shareholders' meeting to act as the chairperson of the meeting so as to carry on with the meeting, subject to the approval of shareholders holding more than half of the voting rights present in person at the shareholders' meeting.

Article 71 The Company shall formulate the rules of procedure for the shareholders' meeting, which shall provide detailed provisions for the holding and voting procedures of the shareholders' meeting, including notice, registration, consideration of proposals, voting, vote counting, announcement of voting results, formation of meeting resolutions, minutes and signing, announcements, as well as the principle of authorization of the Board of Directors by the shareholders' meeting. The authorization content shall be clear and specific. The rules of procedure for the shareholders' meeting shall be made as an appendix to the Articles of Association, prepared by the Board of Directors and approved by the shareholders' meeting.

Article 72 At the annual shareholders' meeting, the Board of Directors and the supervisors shall report on their work over the past year to the shareholders' meeting. Each independent director shall also report on the performance of their duties.

Article 73 The directors, supervisors and senior management personnel shall make explanations and clarifications in respect of the inquiries and suggestions of the shareholders at the shareholders' meeting, except where matters involve the Company's trade secrets and cannot be disclosed at such shareholders' meetings.

Article 74 The chairperson of the meeting shall announce the number of shareholders and proxies present in person at the meeting and the total number of shares with voting rights they hold before voting. The number of shareholders and proxies present in person at the meeting and the total number of shares with voting rights they hold shall be based on the meeting attendance register.

Article 75 Minutes shall be kept for the shareholders' meetings, for which the secretary to the Board of Directors shall be responsible. The minutes shall record the following particulars:

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

(2) the names of the chairperson of the meeting, and the directors, supervisors, the secretary to the Board of Directors, manager and other senior management personnel attending or present at the meeting;

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

(4) the consideration process, summaries of speeches and voting result for each proposal;

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

(6) the names of the lawyers (if any) and counting officers, vote scrutineers;

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

Article 76 The convener shall ensure the minutes of the meeting are true, accurate and complete. The directors, supervisors, the secretary to the Board of Directors, convener or representative thereof, and chairperson of the meeting who are in attendance shall sign the minutes of the meeting. The minutes of the meeting, together with the attendance register signed by the shareholders present in person, the powers of attorney for attendance by proxy, and the valid information relating to the voting via the network and by other means, shall be kept for at least 10 years.

Article 77 The convener shall ensure that a shareholders' meeting shall be held continuously until a final resolution is adopted. In the event that a shareholders' meeting is suspended or no resolutions can be made thereat due to special circumstances such as force majeure, the convener shall take necessary measures to resume the meeting as soon as possible or directly terminate the meeting, and make an announcement promptly in accordance with the laws, administrative regulations, departmental rules, normative documents or the Hong Kong Listing Rules.

Section 6 Voting and Resolutions at Shareholders' Meeting

Article 78 Resolutions of the shareholders' meeting are divided into ordinary resolutions and special resolutions.

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

Special resolutions made by the shareholders' meeting shall be passed by at least two-thirds of the voting rights held by shareholders (including their proxies) attending the shareholders' meeting.

Article 79 The following matters shall be approved by an ordinary resolution at the shareholders' meeting:

(1) working reports of the Board of Directors and the supervisors;

(2) profit distribution plan and the plan for making up losses formulated by the Board of Directors;

(3) appointment and removal of the members of the Board of Directors and the supervisors and their remuneration and methods of payment;

(4) the annual report of the Company;

(5) appointment and removal of accounting firms and determination of the audit fees of accounting firms;

(6) other matters except for those which shall be approved by special resolutions as stipulated by laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Article 80 The following matters shall be approved by a special resolution at the shareholders' meeting:

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

(2) division, spin-off, merger, dissolution, liquidation and voluntary winding-up of the Company;

(3) amendments to the Articles of Association;

(4) where, within one year, the aggregate amount of the Company's purchase or sale of material assets or provision of guarantees to others exceeds 30% of the Company's latest audited total assets;

(5) equity incentive plan;

(6) other matters stipulated by laws, administrative regulations, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, and other matters which are determined by an ordinary resolution at the shareholders' meeting to have a significant impact on the Company and to require approval by way of a special resolution.

Article 81 Shareholders (including their proxies) shall exercise their voting rights in proportion to the number of voting shares represented by them, with each share carrying one vote, unless any shareholder is required under the Hong Kong Listing Rules to abstain from voting on a particular matter. In a poll, a shareholder (including his/her proxy(ies)) who is entitled to two or more votes is not required to cast all of his/her votes in favour of, against or in abstention from a resolution.

Where any shareholder is required under the Hong Kong Listing Rules to abstain from voting on any particular matter or is restricted to voting only for or only against any particular resolution, such shareholder shall abstain from voting or vote in accordance with such requirement or restriction. Any vote cast by such shareholder, or on behalf of such shareholder, in contravention of such requirement or restriction shall not be counted.

Where the shareholders' meeting considers any material matter affecting the interests of small and medium investors, the votes cast by such investors shall be counted separately, and the results of such separate vote counting shall be publicly disclosed in a timely manner.

Shares of the Company held by the Company shall carry no voting rights, and such shares shall not be included in the total number of voting shares held by the shareholders present at a shareholders' meeting, nor be deposited into the Central Clearing and Settlement System.

Where a shareholder purchases voting shares of the Company in violation of the provision of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights in respect of the portion of such shares in excess of the prescribed ratio shall not be exercised within 36 months after the purchase, and such portion shall not be counted toward the total number of voting shares held by the shareholders present at the shareholders' meeting.

The Board of Directors, independent directors, shareholders holding 1% or more of the Company's voting shares, or an investor protection agency established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit shareholders' voting rights. The solicitation of shareholders' voting rights shall fully disclose specific voting intentions and other information to the person being solicited. Solicitation of shareholders' voting rights by way of compensation or disguised compensation is prohibited. Except for statutory conditions, the Company shall not impose minimum shareholding restrictions on the solicitation of voting rights.

Article 82 When connected (related) transactions are considered at a shareholders' meeting, connected (related) shareholders and their close associates (as defined in the Hong Kong Listing Rules) shall not participate in voting. The number of voting shares represented by them shall not be counted toward the total number of valid votes. The voting of non-connected (related) shareholders shall be disclosed fully in the announcement on the resolutions of the shareholders' meeting.

Prior to the shareholders' meeting considering any connected (related) transaction, the Company shall determine the scope of connected (related) shareholders in accordance with the relevant laws, regulations, the Hong Kong Listing Rules and the regulatory requirements of the securities regulatory authorities in the place where the Company's shares are listed. Connected (related) shareholders or their authorized representatives may attend the shareholders' meeting and may, in accordance with the meeting procedures, explain their views to the attending shareholders, but shall abstain from voting on the relevant resolution.

Where the shareholders' meeting considers matters relating to connected (related) transactions, the connected (related) shareholders shall proactively abstain from voting and shall not participate in the voting. Where a connected (related) shareholder fails to proactively abstain from voting, the other shareholders attending the meeting shall have the right to require such shareholder to explain the circumstances and abstain from voting. After the connected (related) shareholder has abstained, the other shareholders shall vote according to the voting rights held by them and adopt the relevant resolutions in accordance with the provisions of the Articles of Association. The procedures for the abstention and voting of connected (related) shareholders shall be announced by the chairperson of the shareholders' meeting and recorded in the minutes of the meeting.

Resolutions of the shareholders' meeting in respect of connected (related) transaction matters shall be valid only if passed by more than half of the votes cast by the non-connected (related) shareholders present at the shareholders' meeting. However, where such connected (related) transaction involves matters required to be passed by special resolution as stipulated in the Articles of Association, the resolution of the shareholders' meeting shall be valid only if passed by two-thirds or more of the voting rights held by the non-connected (related) shareholders present at the shareholders' meeting.

Any other procedures required under applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules, the regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Article 83 Except where the Company is in a crisis or other special circumstances, the Company shall not, without approval by a special resolution of the shareholders' meeting, enter into any contract with any person other than a director, the general manager or other senior management personnel that entrusts the management of all or a significant part of the Company's business to such person.

Article 84 The list of candidates for directors and supervisors shall be submitted by way of proposal to the shareholders' meeting for voting. The nomination of directors and supervisors shall be in accordance with the following methods and procedures:

(1) the Nomination Committee of the Board of Directors and the supervisors are entitled to recommend candidates for non-independent directors to the Board of Directors of the Company, and provide the biographical details and basic information of the candidates for non-independent directors, for submission to the shareholders' meeting for election.

Shareholders, individually or jointly holding 3% or more of the total share capital of the Company, may nominate candidates for non-independent directors or supervisors not serving as employee representatives, provide the biographical details and basic information of such candidates, and submit such nominations to the shareholders' meeting for election.

(2) the employee director on the Board of Directors shall be democratically elected by the employees of the Company.

(3) the Board of Directors of the Company, the supervisors, or shareholders individually or jointly holding 1% or more of the issued shares of the Company may nominate candidates for independent directors.

When voting on the election of directors at a shareholders' meeting, a cumulative voting system may be adopted in accordance with the provisions of the Articles of Association or the resolutions of the shareholders' meeting.

The cumulative voting system referred to in the preceding paragraph means that, when the shareholders' meeting elects directors, each share carries votes equal to the number of directors to be elected, and the votes held by a shareholder may be concentrated. The Board of Directors shall provide shareholders with the biographical details and basic information of the director candidates. Where the Hong Kong Listing Rules provide otherwise regarding the manner and procedures for nominating directors of the Company, such provisions shall prevail.

Article 85 Except where the cumulative voting system applies, all proposals at the shareholders' meeting shall be voted on item by item; where there are different proposals on the same matter, such proposals shall be voted on in the chronological order of their submission. Except where the shareholders' meeting is suspended or unable to adopt a resolution due to special reasons such as force majeure, no proposal shall be shelved or withheld from a vote at the shareholders' meeting.

Article 86 When a proposal is considered at the shareholders' meeting, no amendment shall be made to the proposal; otherwise, such amendment shall be deemed a new proposal and shall not be voted on at the current shareholders' meeting.

Article 87 The same voting right may be exercised by only one of the following voting methods: on-site, online, or by other means. Where the same voting right is voted more than once, the first voting result shall prevail.

Article 88 The voting at the shareholders' meeting shall be conducted by a registered poll.

Article 89 Before the shareholders' meeting votes on a proposal, two shareholder representatives shall be nominated to count and scrutinize the votes. Where the matter to be considered has a connected (related) relationship with a shareholder, the relevant shareholders and their proxies shall not participate in counting and scrutinizing the votes.

When the shareholders' meeting votes on a proposal, the relevant persons appointed under the Hong Kong Listing Rules shall, in accordance with those Rules, be jointly responsible for counting and scrutinizing the votes, and shall announce the voting results at the meeting. The voting results of the resolutions shall be recorded in the minutes of the meeting.

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

Article 90 A physical shareholders' meeting shall not end earlier than the one held over the network or by another method. The chairperson of the meeting shall announce voting details and results in respect of each proposal, and announce whether the proposal has been passed based on the voting results.

Before the formal announcement of voting results, the Company, vote counters, vote scrutineers, major shareholders, network service providers and other related parties involved in the physical shareholders' meeting, voting over the network and voting by other means shall have an obligation to keep confidential the voting details.

Article 91 Shareholders attending the shareholders' meeting shall present one of the following views on the proposals submitted for voting: for, against or abstention, except where a securities registration and clearing institution, acting as the nominal holder of shares under the Mainland-Hong Kong Stock Connect mechanism, or a recognized clearing house or its agent, acting as a nominal holder as defined under the relevant ordinances of Hong Kong in force from time to time, makes a declaration in accordance with the instructions of the beneficial holders.

Blank, incorrectly filled or illegible ballots, and uncast ballots, shall be deemed a waiver of voting rights by the voters, and the voting results in respect of the shares held by such voters shall be counted as "abstentions".

Where, pursuant to the provisions of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the Articles of Association and the relevant rules of procedure, any shareholder is required, in respect of a matter, to abstain from voting or is restricted to voting only in favour of or against the matter, such shareholder shall, in accordance with such provisions, abstain from voting or vote accordingly. Any vote cast by or on behalf of such shareholder in breach of the relevant requirements or restrictions, shall not be counted in the voting results.

Article 92 If the chairperson of the meeting is in any doubt as to the result of a resolution put to the vote, the chairperson may cause the votes cast to be counted. If the chairperson has not caused the votes to be counted, any shareholder present at the meeting, or their proxy, who objects to the result announced by the chairperson may demand that the votes be counted immediately after the announcement of the voting result, and the chairperson shall immediately cause the votes to be counted.

Article 93 Resolutions of the shareholders' meeting shall be promptly announced, and the announcement shall state the number of shareholders and their proxies present at the meeting, the total number of shares carrying voting rights held by them and the proportion that such shares represent of the total number of shares carrying voting rights of the Company, the voting methods, the voting results of each proposal, and the details of each resolution passed.

Article 94 Where a proposal is not passed, or a resolution of a previous shareholders' meeting is amended by the current shareholders' meeting, a special note shall be given in the announcement of the resolutions of the shareholders' meeting.

Article 95 Where the shareholders' meeting approves a proposal for the election of directors or supervisors, the newly elected directors and supervisors shall hold the requisite qualifications for office and shall assume office from the date on which the shareholders' meeting passes such resolution.

Article 96 Where the shareholders' meeting approves a proposal for cash dividend distribution, bonus issue or capitalization of capital reserve into share capital, the Company shall implement the specific plan within two months after the conclusion of the shareholders' meeting. Where the specific plan cannot be implemented within two months due to the requirements of laws and regulations, and the securities regulatory rules of the place where the Company's shares are listed, the implementation date may be adjusted accordingly in accordance with the relevant requirements and as the circumstances may require.

CHAPTER 5 BOARD OF DIRECTORS

Section 1 Directors

Article 97 Directors of the Company shall be natural persons. A person shall be disqualified from being a director of the Company in each of the following circumstances:

(1) a person who does not have or who has limited capacity for civil conduct;

(2) a person who has been convicted and sentenced for an offence of corruption, bribery, encroachment on property, misappropriation of property or disrupting the order of the socialist market economy, or who has been deprived of political rights as a result of committing a crime, where, in either case, a period of 5 years has not elapsed since the completion of execution of the sentence, or, where a suspended sentence has been imposed, a period of 2 years has not elapsed since the completion of the probation period;

(3) a person who was a director, factory manager or manager of a company or enterprise that has undergone insolvent liquidation and who bears personal responsibility for the bankruptcy of such company or enterprise, where a period of 3 years has not elapsed from the date of completion of the insolvent liquidation of such company or enterprise;

(4) a person who served as the legal representative of a company or enterprise that has had its business license revoked or been ordered to close down for violation of the law, and who bears personal responsibility therefor, where a period of 3 years has not elapsed since the date of revocation of the business license or ordered closure of that company or enterprise;

(5) an individual who has been listed as a dishonest person subject to enforcement by a People's Court for failure to discharge a relatively large amount of debt due at maturity;

(6) a person who has been subjected to a ban from the securities market by the CSRC as an administrative penalty, where the term of the ban has not yet expired;

(7) other matters stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed.

Where a director is elected or appointed in violation of this Article, such election, appointment or engagement shall be invalid. Where any circumstance referred to in this Article arises during a director's term of office, the Company shall remove such director from office.

Article 98 Directors shall be elected or replaced by the shareholders' meeting and may, prior to the expiry of their term of office, be removed from office by an ordinary resolution of the shareholders' meeting, subject to compliance with applicable laws, administrative regulations, departmental rules, normative documents and the Hong Kong Listing Rules (provided that such removal shall not affect any claim for damages that such director may make pursuant to any contract). The term of office of a director shall be three years, and a director may be re-elected upon the expiry of his or her term of office.

The term of office of a director shall be calculated from the date of assuming office until the expiry of the term of the current Board of Directors. Where a director's term of office expires and re-election is not held in time, the existing director shall, until the director elected at the re-election assumes office, continue to perform his/her duties as a director in accordance with the provisions of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and the Articles of Association.

A director may concurrently serve as a manager or another member of the senior management personnel; provided, however, that the aggregate number of directors concurrently serving as a manager or another member of the senior management personnel and directors who are employee representatives shall not exceed one-half of the total number of directors of the Company.

Article 99 Directors shall comply with laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, shall owe the following duty of loyalty to the Company, shall take measures to avoid any conflict between their own interests and the interests of the Company, and shall not use their powers to obtain improper benefits:

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

(2) not to open any account in his/her own name or in the name of any other individual for the deposit of the Company's funds;

(3) not to accept bribes or any other illegal income by taking advantage of his/her position;

(4) not to take for himself/herself any commission paid by another person in connection with a transaction with the Company;

(5) not to disclose the Company's confidential information without authorization;

(6) not to enter into any contract or conduct any transaction, directly or indirectly, with the Company without reporting to the Board of Directors or the shareholders' meeting on matters relating to the entry into such contract or the conduct of such transaction, and without obtaining approval by resolution of the Board of Directors or the shareholders' meeting in accordance with the provisions of the Articles of Association;

(7) not to operate, on his/her own account or for another person, a business of the same category as that of the Company without reporting to the Board of Directors or the shareholders' meeting and obtaining approval by resolution of the Board of Directors or the shareholders' meeting in accordance with the provisions of the Articles of Association;

(8) the close relatives of a director, any enterprise directly or indirectly controlled by the director or his/her close relatives, and any other related party having a related relationship with the director shall not enter into any contract with, or conduct any transaction with, the Company; the provisions of paragraph (6) of this Article shall apply mutatis mutandis;

(9) not to take advantage of his/her related (connected) relationship to harm the interests of the Company;

(10) to observe other obligations of loyalty stipulated by laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and the Articles of Association.

Any income obtained by a director in breach of this Article shall belong to the Company; where such breach causes loss to the Company, the director shall be liable for damages.

Article 100 Directors shall comply with laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association, shall owe the following duty of diligence to the Company, and shall, in the performance of their duties, exercise the reasonable care ordinarily expected of a manager in the best interests of the Company:

(1) to exercise the rights conferred by the Company with prudence, earnestness and diligence, so as to ensure that the commercial conduct of the Company complies with the national laws, administrative regulations, the Hong Kong Listing Rules and various national economic policies, and that its commercial activities do not exceed the business scope set out in the business licence;

(2) to treat all shareholders fairly;

(3) to keep themselves promptly informed of the Company's business, operational and management conditions, promptly report relevant issues and risks to the Board of Directors, and not to seek to be relieved of liability on the pretext that they are unfamiliar with the Company's business or unaware of the relevant matters;

(4) to sign written confirmations in respect of the Company's periodic reports and ensure that the information disclosed by the Company is true, accurate and complete;

(5) to truthfully provide the supervisors with relevant information and materials, and not to hinder the supervisors in the exercise of their functions and powers;

(6) to ensure that they have sufficient time and energy to participate in the Company's affairs, and to prudently assess the potential risks and returns arising from the matters under deliberation;

(7) to actively promote the standardized operation of the Company, promptly rectify the Company's irregularities, and support the Company in discharging its social responsibilities;

(8) to perform other duties of diligence stipulated by laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and the Articles of Association.

Article 101 Directors shall not engage in any of the following acts:

(1) to misappropriate the Company's property or divert the Company's funds;

(2) to open any account in his/her own name or in the name of any other individual for the deposit of the Company's assets or funds;

(3) to accept bribes or any other illegal income by taking advantage of his/her position;

(4) to take for himself/herself any commission paid by another person in connection with a transaction with the Company;

(5) to disclose the Company's confidential information without authorization;

(6) to engage in other acts in breach of the duty of loyalty owed to the Company.

Article 102 Where a director directly or indirectly enters into a contract or conducts a transaction with the Company, he/she shall report to the Board of Directors or the shareholders' meeting the matters relating to the entry into such contract or the conduct of such transaction, and shall obtain approval by resolution of the Board of Directors or the shareholders' meeting in accordance with the provisions of laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Where the close relatives of a director, any enterprise directly or indirectly controlled by the director or his/her close relatives, or any other connected (related) person having a connected (related) relationship with the director enters into any contract or conducts any transaction with the Company, the provisions of the preceding paragraph shall apply.

Article 103 Directors shall not take advantage of their position to seek, for themselves or for others, business opportunities belonging to the Company, except in any of the following circumstances:

(1) where the director has reported to the Board of Directors or the shareholders' meeting and obtained approval by resolution of the Board of Directors or the shareholders' meeting in accordance with the provisions of the Articles of Association;

(2) where the Company is unable to make use of the business opportunity pursuant to the provisions of laws, administrative regulations or the Articles of Association.

Article 104 A director shall not, without having reported to the Board of Directors or the shareholders' meeting and obtained approval by resolution of the Board of Directors or the shareholders' meeting in accordance with the provisions of the Articles of Association, operate, on his/her own account or for another person, a business of the same category as that of the Company in which he/she serves as a director.

Article 105 Any income obtained by a director in violation of the provisions of Articles 99 to 104 of the Articles of Association shall belong to the Company; where such violation causes loss to the Company, the director shall be liable for damages.

Article 106 Where a director fails, for two consecutive Board meetings, to attend in person and fails to appoint another director to attend on his/her behalf, such director shall be deemed incapable of performing his/her duties, and the Board of Directors shall recommend to the shareholders' meeting that such director be removed. Subject to compliance with the securities regulatory rules of the place where the Company's shares are listed, where a director attends a Board meeting by internet, video conference, telephone or other means of equivalent effect, such attendance shall also be deemed attendance in person.

Article 107 A director may tender his/her resignation prior to the expiry of his/her term of office. A resigning director shall submit a written resignation report to the Company. The relevant circumstances shall be disclosed within the time limit prescribed by applicable laws, administrative regulations, departmental rules, normative documents and the Hong Kong Listing Rules. A director shall not evade the responsibilities he/she is required to assume by means of resignation or other similar means.

Where the resignation of a director results in the number of directors of the Board of Directors falling below the statutory minimum or results in the Company being unable to satisfy other requirements under the Hong Kong Listing Rules, the existing director shall, until the director elected at the re-election assumes office, continue to perform the duties of a director in accordance with the provisions of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and the Articles of Association.

Except in the circumstances specified in the preceding paragraph, the resignation of a director shall take effect on the date on which the Company receives the written notice.

Article 108 The shareholders' meeting may resolve to remove a director, and the removal shall take effect on the date of the resolution.

Where a director is removed before the expiry of his/her term without just cause, the director may claim damages from the Company.

Unless applicable laws, regulations or the securities regulatory rules of the place where the Company's shares are listed otherwise provide, the Company may, by an ordinary resolution of the shareholders' meeting, remove any director (including any executive director) before the expiry of his/her term of office; provided, however, that such removal shall not affect any claim for damages which such director may make pursuant to any contract.

Article 109 Upon a director's resignation taking effect, the expiry of his/her term of office, or his or her removal, he/she shall complete all handover procedures with the Board of Directors. His/her duty of loyalty to the Company and the shareholders shall not be automatically discharged upon the end of his/her term of office, and shall remain in force for a reasonable period as stipulated in the Articles of Association; his/her confidentiality obligations in respect of the Company's trade secrets, including, without limitation, core technologies, shall remain in force after the end of his/her term of office until such secrets become publicly available, and he/she shall not use the Company's core technologies in his/her possession or control to engage in any business identical or similar to that of the listed company.

The duration of other obligations shall be determined in accordance with the principle of fairness, having regard to the length of time between the occurrence of the event and the director's departure from office, and the circumstances and conditions under which the relationship with the Company came to an end.

Article 110 Unless otherwise provided by the Articles of Association or lawfully authorized by the Board of Directors, no director shall act in his/her personal capacity on behalf of the Company or the Board of Directors. Where a director acts in his/her personal capacity, in circumstances where a third party would reasonably consider that the director is acting on behalf of the Company or the Board of Directors, such director shall declare his/her position and identity in advance.

Article 111 Any director who, in the performance of his/her duties, violates any laws, administrative regulations, departmental rules, the Hong Kong Listing Rules or the provisions of the Articles of Association and thereby causes loss to the Company, shall be liable for damages. A director who abandons his/her post without authorization before the end of his/her term of office shall be liable for any loss suffered by the Company as a result of such abandonment.

Article 112 The Company shall have independent directors. Matters relating to independent directors, including their qualifications for appointment, nomination and election procedures, term of office, resignation and powers, shall be governed by the relevant provisions of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed.

Section 2 Board of Directors

Article 113 The Company shall have a Board of Directors, which shall be accountable to the shareholders' meeting.

Article 114 The Board of Directors shall consist of nine directors and shall have one Chairman. The Board of Directors shall comprise executive directors (including one employee director, who shall be democratically elected by the Employees' Representative Congress of the Company), non-executive directors and independent directors, of which the number of independent directors shall not be less than three, representing not less than one-third of the total number of directors of the Board of Directors, including at least one independent director possessing appropriate professional qualifications or appropriate accounting or related financial management expertise as required under the Hong Kong Listing Rules. All independent directors must possess the independence required under the Hong Kong Listing Rules.

Independent directors should perform their duties independently without being subject to the influence of the substantial shareholders or actual controller or other stakeholders (whether an individual or an entity) of the Company, substantial shareholders or actual controller.

Independent directors shall have sufficient time and efforts to effectively perform duties of the independent director.

Article 115 The Board of Directors shall exercise the following functions and powers:

(1) to convene the shareholders' meeting, submit proposals or resolutions to the shareholders' meeting for consideration and approval, and report on its work to the shareholders' meeting;

(2) to implement the resolutions of the shareholders' meeting;

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

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

(5) to formulate the Company's plan to increase or reduce its registered capital, to issue bonds or other securities, and to list the same;

(6) to formulate, subject to compliance with the provisions of the securities regulatory rules of the place where the Company's shares are listed, plans of the Company with respect to material acquisitions, acquisitions of the Company's shares, or the merger, division, dissolution or change of corporate form of the Company;

(7) within the scope of authorization by the shareholders' meeting, to decide on matters such as the Company's external investment, acquisition or sale of assets, mortgage of assets, external guarantees, entrusted wealth management, connected (related) transactions, and external donations;

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

(9) to decide on the appointment or removal of the general manager, the secretary to the Board of Directors and other senior management personnel of the Company, and to decide on matters concerning their remuneration and their rewards and punishments; to decide, upon nomination by the general manager, on the appointment or removal of the deputy general manager, the chief financial officer and other senior management personnel of the Company, and to decide on matters concerning their remuneration and their rewards and punishments;

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

(11) to formulate plans to amend the Articles of Association;

(12) to manage the information disclosure of the Company;

(13) to propose to the shareholders' meeting the engagement or replacement of the accounting firm acting as auditor of the Company;

(14) to hear the work report of the general manager of the Company and review the work of the general manager;

(15) to resolve on the provision of security, including mortgages, over the Company's own assets to secure the financing borrowings of the Company;

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

Matters beyond the scope of authorization by the shareholders' meeting shall be submitted to the shareholders' meeting for deliberation.

Article 116 The Board of Directors of the Company shall establish an Environmental, Social and Governance (ESG) Committee, an Audit Committee, a Remuneration and Evaluation Committee, and a Nomination Committee, and shall, as required, establish other relevant special committees. The special committees shall be accountable to the Board of Directors, and shall perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals of the special committees shall be submitted to the Board of Directors for deliberation and decision. Each special committee shall be composed exclusively of directors; in the Audit Committee, the Remuneration and Evaluation Committee and the Nomination Committee, independent directors shall constitute a majority, and the Audit Committee and the Remuneration and Evaluation Committee shall have an independent director serving as the chairperson (convener). The chairperson (convener) of each special committee shall be appointed or removed by the Board of Directors.

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

Voting on a resolution of the Audit Committee shall be on the basis of one person, one vote.

A resolution of the Board of Directors on the following matters shall be passed by a majority of all the members of the Audit Committee before it is made: (1) disclosure of financial information in financial and accounting reports and periodic reports, and internal control evaluation reports; (2) the engagement or dismissal of the accounting firm that undertakes the Company's auditing business; (3) the appointment or dismissal of the chief financial officer of the listed company; (4) changes in accounting policies or accounting estimates, or correction of material accounting errors, for reasons other than changes in accounting standards; (5) other matters stipulated in the rules of the securities regulatory authorities or other securities regulatory rules of the place where the Company's shares are listed.

The Board of Directors shall be responsible for formulating the rules of procedure and the working procedures of each special committee, and for regulating the composition, functions and powers, procedures for deliberation, and operation of such special committees. Each special committee may, according to its actual needs, engage intermediaries to provide professional advice, and the relevant expenses shall be borne by the Company. Each special committee shall be accountable to and report on its work to the Board of Directors.

Article 117 The Environmental, Social and Governance (ESG) Committee shall comprise at least three directors.

Article 118 The Environmental, Social and Governance (ESG) Committee shall exercise the following functions and powers:

(1) to research, analyze and evaluate emerging ESG-related trends, risks and opportunities that may affect the Company's business operations and performance; to guide and review the formulation of ESG management guidelines and strategies and the prioritization of material ESG issues;

(2) to ensure that the Company has in place appropriate and effective ESG risk management and internal control systems;

(3) to assist the Board of Directors in formulating ESG-related strategies and targets, review the Company's ESG performance, monitor the implementation of the Company's ESG strategies and the progress towards achieving such targets, and make recommendations for improvement for the next stage of ESG work;

(4) to review the Company's annual ESG report and other ESG-related reports;

(5) other matters required to be performed, or authorized, by national laws and regulations, the Hong Kong Listing Rules, the terms of reference of the Environmental, Social and Governance (ESG) Committee, and the Board of Directors.

Article 119 The Audit Committee shall consist of at least three directors, all of whom shall be non-executive directors, a majority of whom shall be independent directors, and none of whom shall hold any position in the Company other than as a director or have any relationship with the Company that may affect his/her independent and objective judgment. At least one member shall be an independent director possessing appropriate professional qualifications or appropriate accounting or related financial management expertise as stipulated in the Hong Kong Listing Rules. The chairperson (convener) of the Audit Committee shall be an accounting professional from among the independent directors.

Article 120 The Audit Committee shall exercise the following functions and powers:

(1) to propose the engagement or replacement of the external auditor, and to oversee and evaluate the work of the external auditor;

(2) to oversee the formulation and implementation of the internal audit system of the Company;

(3) to communicate with the external auditor on significant matters when necessary;

(4) to review the financial information of the Company and its disclosure;

(5) to review the internal control system of the Company;

(6) to review and evaluate the material connected (related) transactions of the Company;

(7) to report on its work to the Board of Directors, and submit a written report to the Board of Directors at least once a year on the work of the Committee;

(8) other matters delegated by the Board of Directors of the Company or stipulated by national laws and regulations;

(9) other relevant requirements regarding the duties and powers of the Committee under the Hong Kong Listing Rules as amended from time to time.

Article 121 The Remuneration and Evaluation Committee shall consist of at least three directors, a majority of whom shall be independent directors, and the chairperson (convener) of which shall be an independent director.

Article 122 The Remuneration and Evaluation Committee shall exercise the following functions and powers:

(1) to formulate remuneration plans or schemes for directors and senior management personnel based on the main scope, responsibilities and significance of their management positions, and the remuneration levels for comparable positions in other relevant enterprises;

(2) the remuneration plans or schemes shall primarily include, but not be limited to, performance evaluation standards, procedures and main assessment systems, as well as main schemes and systems for rewards and punishments;

(3) to review the performance of duties by the Company's directors and senior management personnel and conduct annual performance assessments thereof;

(4) to be responsible for supervising the implementation of the Company's remuneration system;

(5) to review and/or approve matters relating to share schemes as referred to in Chapter 17 of the Hong Kong Listing Rules;

(6) other duties required to be performed under national laws and regulations, the Hong Kong Listing Rules and the terms of reference of the Remuneration and Evaluation Committee, or by the Board of Directors.

Article 123 The Nomination Committee shall consist of at least three directors, a majority of whom shall be independent directors, and the chairperson (convener) of which shall be the Chairman of the Board of Directors or an independent director; the members of the Nomination Committee shall include at least one director of a different gender.

Article 124 The Nomination Committee shall exercise the following functions and powers:

(1) to make recommendations to the Board of Directors on the scale and composition of the Board based on the Company's business operations, asset size and shareholding structure;

(2) to study the criteria and procedures for the selection of directors and senior management personnel, and make recommendations to the Board of Directors;

(3) to extensively search for qualified candidates for appointment as directors and senior management personnel;

(4) to review the candidates for directors and senior management personnel and make recommendations;

(5) to review other senior management personnel to be appointed by the Board of Directors and make recommendations;

(6) other matters prescribed by national laws and regulations, the Hong Kong Listing Rules and the terms of reference of the Nomination Committee, or authorized by the Board of Directors.

Article 125 The Board of Directors of the Company shall make an explanation to the shareholders' meeting in respect of any non-standard audit opinion issued by the certified public accountant on the Company's financial report.

Article 126 The Board of Directors shall formulate the rules of procedure for the Board of Directors to ensure that the Board of Directors implements the resolutions of the shareholders' meeting, to improve work efficiency, and to ensure scientific decision-making.

The rules of procedure for the Board of Directors, as an annex to the Articles of Association, shall be formulated by the Board of Directors and approved by the shareholders' meeting.

Article 127 The Board of Directors shall, in accordance with applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and the Articles of Association, determine the limits of its authority in respect of external investments, acquisitions or disposals of assets, mortgages of assets, external guarantees, entrusted wealth management, connected (related) transactions, external donations and other similar matters, and establish stringent review and decision-making procedures. For material investment projects, the Board of Directors shall organize relevant experts and professional personnel to conduct reviews and assessments, and shall submit such projects to the shareholders' meeting for approval in accordance with the requirements of applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules, the Articles of Association and the relevant rules of procedure.

As contemplated in the preceding paragraph, within the scope of authority delegated by the shareholders' meeting, the Board of Directors shall have the following specific decision-making powers:

(1) to consider and approve the transactions (excluding the provision of guarantees) entered into by the Company, the amount of which meets the following criteria but falls short of the standards stipulated in Article 43 of the Articles of Association requiring submission to the shareholders' meeting for consideration and approval:

1. where the total assets involved in the transaction (where both book value and appraised value exist, the higher value shall prevail) account for 10% or more of the Company's latest audited total assets;

2. where the transaction consideration represents 10% or more of the Company's latest audited net assets, and exceeds RMB10 million;

3. where the relevant operating income of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for 10% or more of the Company's audited operating income for the latest accounting year, and exceeds RMB10 million;

4. where the profit generated by the transaction accounts for 10% or more of the listed company's audited net profit for the latest accounting year, and exceeds RMB2 million;

5. where the relevant net profit of the subject matter of the transaction (e.g. equity) in the latest accounting year accounts for 10% or more of the listed company's audited net profit for the latest accounting year, and exceeds RMB2 million; or

6. transactions required to be approved by the Board of Directors under the regulatory rules of the place where the Company's shares are listed.

Where the data pertaining to the calculation of the above indicators are negative, their absolute values shall be used for calculation.

However, transactions from which the Company receives unilateral benefits, including the receipt of donated cash assets, the obtainment of debt waivers, and the acceptance of guarantees and financial assistance, may be exempt from the Board of Directors review procedures set out above.

Except for matters such as the provision of guarantees, the provision of financial assistance and entrusted wealth management, which are otherwise provided for in the Articles of Association or applicable laws, administrative regulations and government rules, where the Company enters into transactions of the same category relating to the same subject matter, such transactions shall be aggregated on a cumulative basis over a period of 12 consecutive months. Transactions that have already been considered by the Board of Directors shall no longer be included in the relevant cumulative calculation.

(2) the provision of guarantees by the Company shall be submitted to the Board of Directors for consideration and be publicly disclosed. When the Board of Directors considers matters relating to guarantees, such matters must be deliberated and approved by at least two-thirds of the directors present at the Board meeting. Any guarantee falling within the circumstances set out in Article 44 of the Articles of Association shall also be submitted to the Company's shareholders' meeting for consideration.

(3) the provision of financial assistance by the Company shall require the consent of, and a resolution passed by, at least two-thirds of the directors present at the Board meeting. Where the circumstances set out in Article 43 of the Articles of Association apply, such provision shall also be submitted to the Company's shareholders' meeting for consideration.

(4) where a connected (related) transaction (other than the provision of a guarantee) entered into by the Company meets the threshold for Board of Directors consideration as stipulated in the Company's relevant connected (related) transaction policy, it shall be submitted to the Board of Directors for consideration.

Where applicable laws, regulations, the Hong Kong Listing Rules or other provisions of the securities regulatory authorities of the place where the Company's shares are listed provide otherwise in respect of the relevant matters under this Article, such provisions shall prevail.

Article 128 The Board of Directors shall have one chairman. The Chairman of the Board of Directors shall be elected by a majority of all directors.

Article 129 The Chairman of the Board of Directors shall exercise the following functions and powers:

(1) to preside over the shareholders' meetings, and to convene and preside over the Board meetings;

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

(3) to ensure that the directors receive sufficient information in a timely manner, and that such information must be accurate, clear, complete and reliable;

(4) to ensure that appropriate steps are taken to maintain effective communication with the shareholders, and that the opinions of the shareholders are conveyed to the Board of Directors as a whole;

(5) to ensure that the Company establishes good corporate governance practices and procedures;

(6) to examine and approve other matters that fall outside the functions and powers of the shareholders' meetings, the Board of Directors and the general manager as stipulated by applicable laws, regulations, or the Articles of Association;

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

Article 130 If the Chairman of the Board of Directors is unable or fails to discharge his duties, more than half of the directors shall jointly elect a director to perform the duties of the Chairman.

Article 131 Board meetings are divided into regular and interim meetings.

Board meetings shall be held at least 4 times a year and convened by the Chairman of the Board of Directors with written notice given to all directors and supervisors 14 days prior to the meeting.

Article 132 Shareholders representing at least one tenth of the voting rights, at least one third of the directors, or any supervisor may propose the convening of an interim Board meeting. The Chairman of the Board of Directors shall convene and preside over a Board meeting within 10 days after receipt of the proposal.

Article 133 Where the Board of Directors convenes an interim Board meeting, notice shall be given to all directors by personal delivery, facsimile, email or other means not less than three days prior to the meeting. Where notice is not given by personal delivery, confirmation shall additionally be made by telephone and corresponding records shall be kept. In urgent circumstances where an interim Board meeting needs to be convened as soon as practicable, notice of the meeting may be given at any time by telephone or other oral means, provided that the convener shall give an explanation at the meeting.

Article 134 The notice of the Board meeting shall include the following:

(1) date and venue of the meeting;

(2) duration of the meeting;

(3) subject matter and topic;

(4) date of issuance of notice.

Article 135 Board meetings shall be held only if more than half of the directors are present. Resolutions of the Board of Directors shall be passed by more than half of all directors, except where otherwise provided by laws, regulations and the Articles of Association.

Voting on the resolutions of the Board of Directors shall be conducted on a one person, one vote basis.

Article 136 If a director or any of his/her close associate(s) (as defined under the Hong Kong Listing Rules) has a connected (related) relationship or material interest in a matter to be resolved at a Board meeting, such director shall report in writing to the Board of Directors in a timely manner. Such director shall not exercise voting rights on such resolution, nor vote on behalf of other directors, nor be counted in the quorum present at the meeting. Such Board meeting may be held if more than half of the directors who have no connected (related) relationship or material interest are present, and resolutions of the Board meeting shall be passed by more than half of the directors who have no connected (related) relationship or material interest. If the number of directors present at the meeting who have no connected (related) relationship or material interest is fewer than three, the matter shall be submitted to the shareholders' meeting for consideration. Where laws, regulations and the securities regulatory rules of the place where the Company's shares are listed impose any additional restrictions on directors' participation in Board meetings and voting, such provisions shall prevail.

Article 137 Voting on Board resolutions shall be conducted by show of hands, by written registered ballot, or by other means. Subject to ensuring that directors can fully express their opinions, interim Board meetings may be conducted and resolutions passed by means of telephone conference, video conference, facsimile, electronic data messages, correspondence or other means, with the resolutions signed by the attending directors. Written voting shall not be adopted for regular Board meetings, for the consideration of matters in which the Board of Directors considers that a substantial shareholder or a director (as defined under the Hong Kong Listing Rules) has a material conflict of interest, or in other circumstances prescribed by laws, regulations, the regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

Article 138 Directors shall attend a Board meeting in person. If a director is unable to attend for any reason, such director may authorize another director in writing to attend the meeting on his/her behalf. A letter of authorization shall specify the name of the proxy, the matters entrusted, the scope of authorization and its validity period, and shall be signed or sealed by the appointing director. The appointed director attending the meeting shall exercise the rights of a director within the scope of authorization. A director who fails to attend a Board meeting in person and fails to authorize any proxy to attend the meeting shall be deemed to have waived the voting right in such meeting.

Article 139 The Board of Directors shall prepare minutes of the decisions on the matters discussed at meetings. The minutes shall be signed by the directors present at the meeting. The minutes of Board meetings shall be kept in corporate archives for a period of at least ten years.

Article 140 The minutes of Board meetings shall include the following details:

(1) the date and location of the meeting, and the name of the convener;

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

(3) the agenda;

(4) the key points of the directors' statements;

(5) the voting method and results of each resolution (the voting results shall specify the number of votes in favor, against or abstentions);

(6) other matters that the directors present consider should be recorded.

Section 3 Independent Directors

Article 141 The Company shall establish an independent director system in accordance with the relevant provisions of laws, administrative regulations, departmental rules, administrative measures prescribed by the securities regulatory authorities under the State Council, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, subject to approval by the shareholders' meeting. Independent directors mean directors who do not hold any position in the Company other than that of a director, and who have no direct or indirect relationship of interest with the Company, its substantial shareholders or actual controller, or any other relationship that may hinder them from making independent and objective judgments.

Article 142 The Company shall have independent directors on its Board of Directors. The number of independent directors shall not be less than one-third of the Board of Directors and shall be no fewer than three, of whom one independent director must possess appropriate professional qualifications or appropriate accounting or equivalent financial management expertise. Independent directors shall perform their duties independently and shall not be influenced by the Company's substantial shareholders, controlling shareholders, actual controller, or any other entities or individuals having a relationship of interest with the Company and its substantial shareholders, controlling shareholders or actual controller.

Article 143 The term of office of the independent directors shall be the same as that of the other directors of the Company. Upon expiry of the term, independent directors may be re-elected, provided that the consecutive period of service shall not exceed six years.

Section 4 Secretary to the Board of Directors

Article 144 The Company shall have a secretary to the Board of Directors. The secretary to the Board of Directors is a member of senior management personnel of the Company, responsible to the Board of Directors. The secretary to the Board of Directors shall be nominated by the Chairman of the Board of Directors and appointed or removed by the Board of Directors.

The secretary to the Board of Directors shall comply with laws, regulations, normative documents, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed, the working rules of the secretary to the Board of Directors, and relevant provisions of the Articles of Association.

Article 145 The secretary to the Board of Directors shall possess the necessary professional knowledge and experience to perform his/her duties, as well as good professional ethics and personal character.

The circumstances stipulated in Article 97 of the Articles of Association under which a person is prohibited from serving as a director of the Company shall apply to the secretary to the Board of Directors.

Article 146 The secretary to the Board of Directors is responsible for the preparation of shareholders' meetings and Board meetings, the custody of meeting minutes and meeting documents, the management of shareholder information, information disclosure, and other day-to-day affairs. The secretary is also responsible for filing the documents of the shareholders' meetings and the Board meetings, together with the decisions of the supervisors, with the securities regulatory authorities of the place where the Company's shares are listed (where required), among other related matters.

Article 147 The Company shall, upon the appointment of the secretary to the Board of Directors, enter into a confidentiality agreement with such secretary, requiring the secretary to undertake to continue to observe the confidentiality obligations during his/her term of office and after departure from office until the relevant information is publicly disclosed, except for information concerning the Company's violations of laws and regulations.

Before leaving office, the secretary to the Board of Directors shall undergo a departure review by the Board of Directors and the Audit Committee, and shall, under the supervision of the Audit Committee of the Company, hand over the relevant files and documents, as well as any ongoing or pending matters.

In the event that the secretary to the Board of Directors of the Company is removed from office or resigns, the secretary shall complete the work handover procedures. Where the secretary fails to complete the work handover procedures after submitting his/her letter of resignation, the secretary shall continue to assume the duties of the secretary to the Board of Directors. The letter of resignation of the secretary to the Board of Directors shall take effect only upon completion of the work handover and the disclosure of the relevant announcement. Prior to the letter of resignation taking effect, the secretary to the Board of Directors who intends to resign shall continue to perform his/her duties.

During a vacancy in the office of the secretary to the Board of Directors, the Board of Directors of the Company shall designate a director or a member of senior management personnel to perform the duties of the person in charge of information disclosure affairs on an acting basis, and shall determine the candidate for the position of secretary to the Board of Directors within three months. Prior to the designation of the acting person by the Company, the Chairman of the Board of Directors shall perform the duties of the person in charge of information disclosure affairs on an acting basis.

CHAPTER 6 GENERAL MANAGER AND OTHER SENIOR MANAGEMENT PERSONNEL

Article 148 The Company shall have one general manager and a number of deputy general managers, who shall be appointed or dismissed by the Board of Directors.

The general manager, the deputy general managers, the chief financial officer and the secretary to the Board of Directors shall constitute the senior management personnel of the Company.

Article 149 The circumstances disqualifying a person from serving as a director as prescribed in Article 97 of the Articles of Association shall also apply to the senior management personnel. The senior management personnel shall owe the duty of loyalty and the duty of diligence. The provisions of Articles 99 to 104 of the Articles of Association shall apply equally to the senior management personnel.

Article 150 Any person who holds an administrative position other than that of a director or a supervisor in the controlling shareholder entity of the Company shall not serve as a member of the senior management personnel of the Company.

The senior management personnel of the Company shall receive remuneration solely from the Company, and shall not be paid by the controlling shareholders on behalf of the Company.

Article 151 The term of office of the general manager shall be three years, and the general manager may be re-appointed.

Article 152 The general manager shall be accountable to the Board of Directors and exercise the following functions and powers:

(1) to take charge of the production, business operations and management work of the Company, to organize the implementation of the resolutions of the Board of Directors, and to report on the work to the Board of Directors;

(2) to organize the implementation of the Company's annual operating plan and investment proposals;

(3) to draft the plan for the establishment of the Company's internal management structure;

(4) to draft the basic management system of the Company;

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

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

(7) to decide on the appointment or dismissal of the management personnel in charge, except for those whose appointment or dismissal shall be decided by the Board of Directors;

(8) other functions and powers granted by the Articles of Association or the Board of Directors.

The general manager shall attend the Board meetings; where the general manager does not serve as a director of the Company, he/she shall have no voting right at the Board meetings.

In exercising his/her functions and powers, the general manager shall perform his/her duties of loyalty and diligence in accordance with applicable laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and the Articles of Association. The general manager shall not abuse his/her functions and powers to accept bribes or other unlawful income, nor misappropriate the property of the Company.

Article 153 The general manager shall formulate the working rules of the general manager, which shall be implemented after being submitted to and approved by the Board of Directors.

Article 154 The working rules of the general manager shall include the following:

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

(2) the respective specific responsibilities of, and the division of responsibilities among, the general manager and other members of the senior management personnel;

(3) the use of the Company's funds and assets, the authority to enter into material contracts, and the reporting system to the Board of Directors and the supervisors;

(4) other matters as the Board of Directors deems necessary.

Article 155 The general manager and other members of the senior management personnel may tender their resignations prior to the expiry of their respective terms of office. The specific procedures and arrangements for the resignation of a member of the senior management personnel shall be as provided in the labor contract between the relevant member of the senior management personnel and the Company.

Article 156 The deputy general manager shall assist the general manager in the performance of his/her duties and shall, upon delegation by the general manager, be in charge of the relevant areas of work, and shall sign and issue the relevant business documents within the scope of his/her duties. Where the general manager is unable to perform his/her functions and powers, the Chairman of the Board of Directors may designate one of the deputy general managers to perform the functions and powers on behalf of the general manager.

Article 157 Where a member of the senior management personnel resigns, he/she shall submit a written letter of resignation, and shall not evade the liabilities he/she is required to bear by resigning or other means. The letter of resignation shall take effect upon delivery to the Board of Directors.

Article 158 Any member of the senior management personnel who, in the performance of his/her duties for the Company, violates the provisions of the applicable laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed, or the Articles of Association, and thereby causes losses to the Company, shall bear liability for compensation.

Article 159 The senior management personnel of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. Any member of the senior management personnel who, by reason of his/her failure to faithfully perform his/her duties or his/her breach of the duty of good faith, causes harm to the interests of the Company and the holders of public shares, shall bear liability for compensation in accordance with laws.

CHAPTER 7 SUPERVISORS

Article 160 The circumstances disqualifying a person from serving as a director prescribed in Article 97 of the Articles of Association shall also apply to supervisors.

No director, the general manager or any other member of the senior management personnel shall serve concurrently as a supervisor. The spouses, parents and children of any director or member of the senior management personnel of the Company shall not serve as a supervisor of the Company during the term of office of such director or member of the senior management personnel.

Article 161 The supervisors shall comply with the laws, administrative regulations, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association. The supervisors shall owe the Company the duty of loyalty and the duty of diligence, and shall not take advantage of their positions to accept bribes or other unlawful income, nor shall they misappropriate the property of the Company.

The provisions of Articles 99 to 104 of the Articles of Association shall apply equally to supervisors.

Article 162 Each supervisor shall serve a term of three years. A supervisor may serve consecutive terms upon re-election upon the expiry of his/her term of office.

Article 163 Where the term of office of the supervisors expires and timely re-election has not been held, or where a supervisor resigns during his/her term of office, the then-current supervisors shall, prior to the newly elected supervisors assuming office, continue to perform the duties of supervisors pursuant to the provisions of the laws, administrative regulations, the Hong Kong Listing Rules and the Articles of Association.

Article 164 The supervisors shall ensure that the information disclosed by the Company is true, accurate and complete, and shall sign a written confirmation opinion on the regular reports.

Article 165 The supervisors may attend Board meetings in a non-voting capacity, and may raise inquiries or suggestions regarding matters resolved at such meetings.

Article 166 The supervisors shall not take advantage of their connected (related) relationships to prejudice the interests of the Company; if any loss is caused to the Company thereby, they shall bear liability for compensation.

Article 167 Any supervisor who, in the course of performing his/her duties, violates the provisions of the applicable laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, and thereby causes losses to the Company, shall bear liability for compensation.

CHAPTER 8 FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Section 1 Financial and Accounting System

Article 168 The Company shall formulate its financial and accounting system in accordance with the provisions of the laws, administrative regulations, and the relevant competent State departments. Where the Hong Kong Listing Rules or the securities regulatory authorities of the place where the Company's shares are listed otherwise provide, such provisions shall prevail.

Article 169 The Board of Directors of the Company shall, at each annual shareholders' meeting, lay before the shareholders the financial reports required to be prepared by the Company under the applicable laws, administrative regulations, departmental rules, the normative documents promulgated by the local governments and the competent departments, and the Hong Kong Listing Rules.

The financial reports of the Company shall be kept at the Company for inspection by the shareholders not less than 20 days prior to the convening of the annual shareholders' meeting. Each shareholder of the Company shall be entitled to receive the financial reports referred to in this Chapter. Such financial and accounting reports shall be prepared in accordance with the provisions of the relevant laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, and the securities regulatory authorities.

The Company shall publish a preliminary announcement of its annual results within three months from the end of each financial year, and shall complete the preparation of, and disclose, the annual report within four months from the end of each financial year and in any event not less than 21 days prior to the date of the annual shareholders' meeting.

The Company shall publish a preliminary announcement of its interim results within two months from the end of the first six months of each financial year, and shall complete the preparation of, and disclose, the interim report within three months from the end of the first six months of each financial year.

Such annual results, annual reports, interim results and interim reports shall be prepared in accordance with the provisions of the relevant laws, administrative regulations, and the securities regulatory authorities and the stock exchange of the place where the Company's shares are listed. Subject to the laws, administrative regulations, departmental rules and the Hong Kong Listing Rules, the Company may make such disclosure by way of announcement (including publication on the Company's website).

Article 170 The Company shall not establish any additional accounting books other than the statutory accounting books. The funds of the Company shall not be deposited in any account opened in the name of any individual.

Article 171 When distributing the after-tax profit of the current year, the Company shall appropriate 10% of the profit to be credited to the statutory reserve fund of the Company. Where the accumulated amount of the statutory reserve fund of the Company has reached 50% or more of the registered capital of the Company, further appropriation may be discontinued.

Where the statutory reserve fund of the Company is insufficient to cover the losses of prior years, the profit of the current year shall first be used to cover such losses before the statutory reserve fund is appropriated in accordance with the preceding paragraph.

After appropriating the statutory reserve fund from its after-tax profit, the Company may, upon resolution of the shareholders' meeting, further appropriate from its after-tax profit into the discretionary reserve fund.

The remaining after-tax profit, after the Company has covered the losses and appropriated the reserve funds, shall be distributed to the shareholders in proportion to the shares held by them, except as otherwise provided in the Articles of Association.

Where the shareholders' meeting, in violation of the provisions of the preceding paragraph, distributes profits to the shareholders before the Company has covered the losses and appropriated the statutory reserve fund, the shareholders shall return to the Company the profits so distributed in violation. Where losses are caused to the Company, the shareholders and the directors, supervisors and members of the senior management personnel responsible therefor shall bear liability for compensation.

Shares of the Company held by the Company itself do not participate in the distribution of profits.

Article 172 The reserve funds of the Company shall be used to cover the losses of the Company, expand the production and operations of the Company, or be converted into an increase in the capital of the Company. When the reserve funds are used to cover the losses of the Company, the discretionary reserve fund and the statutory reserve fund shall be used first; if the losses remain insufficiently covered, the capital reserve fund may be used in accordance with the relevant provisions.

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

Article 173 Where the shareholders' meeting passes a resolution on the distribution of profits, the Board of Directors shall carry out the distribution within two months from the date on which the resolution of the shareholders' meeting is passed.

Article 174 The Company shall implement a proactive profit distribution policy, shall value reasonable investment returns for investors, and shall maintain the continuity and stability of such policy. Where, due to changes in the operating environment and conditions of the Company, it is genuinely necessary to adjust the profit distribution policy, the Board of Directors shall, with the interests of shareholders as the starting point, formulate an adjustment plan after detailed analysis and justification; following the expression of explicit opinions by the supervisors and the independent directors, the adjustment plan shall be reviewed and approved by the Board of Directors, and then submitted to the shareholders' meeting for consideration and approval by way of special resolution. The profit distribution policy of the Company shall be to distribute dividends by way of cash or stock according to the actual operating results of the Company for the relevant year. The adjusted profit distribution policy shall not violate the provisions of the CSRC and other securities regulatory rules of the place where the Company's shares are listed.

Section 2 Internal Audit

Article 175 The Company shall implement an internal audit system, and shall be staffed with dedicated audit personnel to conduct internal audit supervision over the financial revenues and expenses and economic activities of the Company.

Article 176 The internal audit system of the Company and the duties of the audit personnel shall be implemented after being approved by the Board of Directors. The head of internal audit shall be responsible to and report on the work to the Board of Directors.

Section 3 Engagement of Accounting Firms

Article 177 The Company shall engage an accounting firm that meets the requirements under the PRC Securities Law, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are listed, to undertake the audit of the financial statements, verification of net assets and other related services such as consulting services. The engagement term shall be one year, and may be renewed upon expiry.

Article 178 The Company shall engage an accounting firm to undertake the audit of the financial statements and other related services. The engagement of an accounting firm by the Company shall be decided by the shareholders' meeting, and the Board of Directors shall not appoint an accounting firm prior to a decision by the shareholders' meeting. The term of engagement of the accounting firm engaged by the Company shall commence upon the conclusion of the current annual shareholders' meeting of the Company and expire upon the conclusion of the next annual shareholders' meeting, and may be renewed upon expiry.

Article 179 The Company shall ensure that it provides the accounting firm engaged by it with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting materials, and shall not refuse, conceal or falsify reports.

Article 180 The audit fees of the accounting firm shall be determined by the shareholders' meeting.

Article 181 Where the Company dismisses or does not renew the engagement of the accounting firm, it shall notify the accounting firm 10 days in advance. When the shareholders' meeting votes on the dismissal of the accounting firm, the accounting firm shall be allowed to present its views.

Where the accounting firm resigns from the engagement, it shall explain to the shareholders' meeting whether there is any impropriety in the Company.

CHAPTER 9 NOTICE AND ANNOUNCEMENT

Section 1 Notice

Article 182 Notices of the Company may be delivered through the following means:

(1) by hand delivery;

(2) by post (including electronic mail, hereinafter the same);

(3) by announcement;

(4) other means as provided for in the Articles of Association.

As regards the manner in which the Company provides or sends corporate communications to the shareholders in accordance with the Hong Kong Listing Rules, such communications may, subject to the laws and regulations of the place where the Company's shares are listed, the Listing Rules and the Articles of Association, be sent to the shareholders by way of the website designated by the Company and/or the website of the Hong Kong Stock Exchange, or by electronic means. Such corporate communications mean any documents issued or to be issued by the Company for reference or action by the shareholders or other persons required under the Hong Kong Listing Rules, including but not limited to annual reports (including the report of the Board of Directors, the annual accounts of the Company, the auditor's report and a summary financial report (where applicable)), the interim reports and summary interim reports of the Company (where applicable), notices of meetings, listing documents, circulars and other communications. Where a notice is given by way of announcement in the exercise of the powers prescribed in the Articles of Association, such announcement shall be published in accordance with the manner prescribed by the Hong Kong Listing Rules.

Article 183 Where a notice is given by way of announcement in the exercise of the powers prescribed in the Articles of Association, such announcement shall be published in accordance with the manner prescribed by the Hong Kong Listing Rules. Any notice given by the Company by way of announcement shall be deemed to have been received by all relevant persons upon publication of such announcement.

Article 184 The notices of shareholders' meetings convened by the Company shall be sent by means such as hand delivery, post, or announcement, or by other means of notification stipulated in the Articles of Association or permitted under the Hong Kong Listing Rules.

Article 185 The notices of the Board meetings convened by the Company shall be sent by means such as hand delivery, post, announcement or other means.

Article 186 Where a notice of the Company is sent by hand delivery, the addressee shall sign (or affix the seal) on the return receipt, and the date of signature shall be the date of service. Where a notice of the Company is sent by post, the seventh business day from the date on which it is delivered to the post office shall be the date of service. Where a notice of the Company is sent by way of electronic mail, the time at which it enters the designated system shall be the date of service. Where a notice of the Company is sent by way of announcement, the date on which the announcement is first published shall be the date of service.

Article 187 Any accidental omission to send notice of the meeting to any person entitled to receive notice, or the non-receipt of such notice by such person, shall not invalidate the meeting or the resolutions passed at the meeting.

Article 188 Where the relevant requirements of the securities regulatory authority of the place where the Company's shares are listed require the Company to provide the relevant corporate documents in both an English version and a Chinese version by sending, posting, distributing, dispatching, publishing or otherwise providing them, if the Company has made proper arrangements to determine whether its shareholders wish to receive only the English version or only the Chinese version, the Company may, to the extent permitted by the applicable laws and regulations and in accordance with the applicable laws and regulations, send to the relevant shareholders only the English version or only the Chinese version (according to the wishes indicated by the shareholders).

Section 2 Announcement

Article 189 The Company shall issue announcements and disclose information to the holders of domestic unlisted shares through the newspapers and websites designated by the laws, administrative regulations or relevant domestic regulatory authorities for information disclosure. Where announcements are required to be issued to the holders of H shares pursuant to the Hong Kong Listing Rules, the laws and regulations of the place where the Company's shares are listed, the relevant requirements of the securities regulatory authorities and the Articles of Association, such announcements shall also be published on the designated websites and/or the website of the Company in accordance with the manner prescribed by the Hong Kong Listing Rules.

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

Section 1 Merger, Division, Capital Increase and Capital Reduction

Article 190 A merger of the Company may take the form of a merger by absorption or a merger by new establishment.

A merger whereby one company absorbs another company is a merger by absorption, and the absorbed company is dissolved. A merger whereby two or more companies merge to establish a new company is a merger by new establishment, and all parties to the merger are dissolved.

Where the Company merges with a company in which it holds 90% or more of the shares, no resolution of the shareholders' meeting of the merged company is required; provided that the other shareholders of such company shall be notified, and such other shareholders shall have the right to request the Company to acquire their equity or shares at a reasonable price.

Where the consideration paid for the merger does not exceed 10% of the net assets of the Company, no resolution of the shareholders' meeting is required, unless otherwise provided in the Articles of Association.

Where the Company merges without a resolution of the shareholders' meeting in accordance with the provisions of the preceding two paragraphs, a resolution of the Board of Directors shall be required.

Article 191 In the event of a merger of the Company, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date on which the merger resolution is made, and shall publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days. Where the securities regulatory rules of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

Creditors may request the Company to repay the debts or provide corresponding security within 30 days from the date of receipt of the notice, or, if they have not received the notice, within 45 days from the date of the announcement.

Article 192 Where the Company merges, the claims and debts of the parties to the merger shall be succeeded to by the surviving company or a newly established company.

Article 193 Where the Company undergoes a division, its property shall be divided accordingly. Where the Company undergoes a division, it shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days from the date on which the division resolution is made, and shall publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days. Where the securities regulatory rules of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

Article 194 The debts of the Company prior to the division shall be borne jointly and severally by the companies resulting from the division, except as otherwise agreed in a written agreement reached between the Company and its creditors prior to the division regarding the settlement of the debts.

Article 195 Where the Company reduces its registered capital, it shall prepare a balance sheet and an inventory of assets.

The Company shall notify its creditors within 10 days from the date on which the shareholders' meeting makes the resolution to reduce the registered capital, and shall make an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days. Creditors shall have the right to request the Company to repay the debts or provide corresponding security within 30 days from the date of receipt of the notice, or, if they have not received the notice, within 45 days from the date of the announcement. Where the securities regulatory rules of the place where the Company's shares are listed provide otherwise, such provisions shall prevail.

The registered capital of the Company after the capital reduction shall not be less than the statutory minimum amount.

Where the Company reduces its registered capital, it shall reduce the shares in proportion to the shareholdings of the shareholders, unless otherwise provided by law or by the Articles of Association.

After offsetting losses in accordance with paragraph 2 of Article 171 of the Articles of Association, the Company may reduce its registered capital to cover any remaining losses. Where the registered capital is reduced to cover losses, the Company shall not make any distribution to shareholders, nor shall it exempt shareholders from their obligation to pay up capital contributions or share subscription money.

A reduction of registered capital made in accordance with the preceding paragraph shall not be subject to the provisions of paragraph 2; however, the Company shall make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the date on which the shareholders' meeting adopts the resolution to reduce the registered capital.

Section 2 Dissolution and Liquidation

Article 196 The Company shall be dissolved for any of the following reasons:

(1) the business term stipulated in the Articles of Association expires or other dissolution causes specified in the Articles of Association arise;

(2) the shareholders' meeting resolves to dissolve the Company;

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

(4) the business license is revoked according to law, the Company is ordered to close down, or the Company is rescinded according to law;

(5) where the Company experiences serious difficulties in its operation and management, the continued existence of the Company would cause significant losses to the shareholders' interests, and such difficulties cannot be resolved through other means, shareholders holding 10% or more of the voting rights of the Company may request the People's Court to dissolve the Company.

Where any dissolution cause specified in the preceding paragraph occurs, the Company shall, within 10 days, publicize such dissolution cause via the National Enterprise Credit Information Publicity System.

Article 197 Where any of the circumstances set out in items (1) and (2) of Article 196 of the Articles of Association occurs and the Company has not yet distributed assets to the shareholders, the Company may continue its existence by amending the Articles of Association or through a resolution of the shareholders' meeting.

Any amendment to the Articles of Association or any resolution of the shareholders' meeting made pursuant to the preceding paragraph must be approved by shareholders holding two-thirds or more of the voting rights of the shareholders present at the shareholders' meeting.

Article 198 Where the Company is dissolved pursuant to items (1), (2), (4) and (5) of Article 196 of the Articles of Association, it shall be liquidated. The directors shall be the liquidation obligors of the Company, and shall form a liquidation committee within 15 days from the date on which the dissolution cause arises to conduct the liquidation. The liquidation committee shall consist of the directors, unless the shareholders' meeting resolves to elect other persons. If a liquidation obligor fails to perform his/her liquidation obligations in a timely manner, thereby causing losses to the Company or the creditors, such liquidation obligor shall be liable for compensation.

Where a liquidation committee is not established within the prescribed time limit to conduct liquidation, or no liquidation is conducted after a liquidation committee is established, interested parties may apply to the People's Court for the appointment of relevant persons to form a liquidation committee to conduct the liquidation. Where the Company is dissolved pursuant to the provision of item (4) of Article 196 of the Articles of Association, the authority that has made the decision to revoke the business license, order closure, or revoke the Company, or the company registration authority, may apply to the People's Court for the appointment of relevant persons to form a liquidation committee to conduct the liquidation. Where otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, such provisions shall prevail.

Article 199 The liquidation committee shall exercise the following functions and powers during the liquidation period:

(1) taking stock of the Company's assets, and preparing a balance sheet and an inventory of assets separately;

(2) notifying creditors and making a public announcement;

(3) handling the uncompleted business of the Company related to the liquidation;

(4) paying off the outstanding taxes and the taxes incurred during the liquidation process;

(5) settling the creditors' rights and debts;

(6) distributing the remaining assets of the Company after its debts have been paid off;

(7) representing the Company in civil litigation activities.

Article 200 The liquidation committee shall, within 10 days from the date of its formation, notify the creditors, and shall, within 60 days, make a public announcement in a newspaper or on the National Enterprise Credit Information Publicity System. Creditors shall, within 30 days from the date of receipt of the notice, or, if they have not received the notice, within 45 days from the date of the public announcement, file their claims with the liquidation committee.

When filing claims, creditors shall state the relevant particulars of the claims and provide supporting evidence. The liquidation committee shall register such claims.

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

Article 201 After the liquidation committee has taken stock of the Company's assets and prepared a balance sheet and an inventory of assets, it shall prepare a liquidation plan, and submit it to the shareholders' meeting or the People's Court for confirmation.

The remaining assets of the Company after the separate payment of liquidation expenses, employees' wages, social insurance premiums and statutory compensation, the payment of outstanding taxes, and the repayment of the Company's debts shall be distributed by the Company among the shareholders in proportion to the shares held by them.

During the liquidation period, the Company shall continue to exist but shall not engage in any business activities unrelated to the liquidation. The Company's assets shall not be distributed to its shareholders before the payments specified in the preceding paragraph have been made.

Article 202 After taking stock of the Company's assets and preparing the balance sheet and an inventory of assets, if the liquidation committee finds that the Company's assets are insufficient to repay its debts, it shall apply to the People's Court for bankruptcy liquidation in accordance with the law.

After the People's Court accepts the bankruptcy application, the liquidation committee shall hand over the liquidation affairs to the bankruptcy administrator designated by the People's Court.

Article 203 Upon completion of the Company's liquidation, the liquidation committee shall prepare a liquidation report, submit it to the shareholders' meeting or the People's Court for confirmation, and file it with the company registration authority in application for cancellation of the Company's registration.

Article 204 In performing their liquidation duties, the members of the liquidation committee shall owe duties of loyalty and diligence.

Where the liquidation committee negligently fails to perform its liquidation duties and thereby causes losses to the Company, it shall be liable for compensation. Where a member of the liquidation committee intentionally or through gross negligence causes losses to a creditor, he or she shall be liable for compensation.

Article 205 Where the Company is declared bankrupt in accordance with the law, it shall undergo bankruptcy liquidation in accordance with the relevant laws on enterprise bankruptcy.

CHAPTER 11 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 206 The Company shall amend its Articles of Association under any of the following circumstances:

(1) following any amendment to the Company Law, relevant laws, administrative regulations or the Hong Kong Listing Rules, the provisions of the Articles of Association conflict with the amended laws, administrative regulations or the Hong Kong Listing Rules;

(2) there is a change in the Company's circumstances that is inconsistent with the matters recorded in the Articles of Association;

(3) the shareholders' meeting resolves to amend the Articles of Association.

Article 207 Where any amendment to the Articles of Association adopted by resolution of the shareholders' meeting requires approval by the competent authority, it shall be submitted to the competent authority for approval. Where the amendment involves any matter requiring registration of the Company, a change of registration shall be made in accordance with the law.

Article 208 The Board of Directors shall amend the Articles of Association in accordance with the resolution of the shareholders' meeting to amend the Articles of Association and the approval opinions of the relevant competent authority.

Article 209 Where any amendment to the Articles of Association constitutes information required to be disclosed under laws, regulations or the Hong Kong Listing Rules, it shall be announced in accordance with the applicable requirements.

CHAPTER 12 SUPPLEMENTARY PROVISIONS

Article 210 Definitions

(1) "Controlling shareholder" refers to a shareholder whose ordinary shares (including preference shares with voting rights restored) represent more than 50% of the total share capital of the Company, or a shareholder who, although holding less than 50% of the shares, has voting rights attached to such shares sufficient to exercise a significant influence on resolutions of the shareholders' meeting. Where the Hong Kong Listing Rules provide otherwise for the definition of "controlling shareholder," such provisions shall prevail.

(2) "Actual controller" means a person who, although not a shareholder of the Company, through investment relationships, agreements or other arrangements, is able to exercise de facto control over the conduct of the Company.

(3) "Connected relationship" and "connected transaction" have the meanings ascribed thereto in the Hong Kong Listing Rules. "Related relationship" means the relationship between any controlling shareholder, actual controller, director, supervisor or senior management personnel of the Company and an enterprise directly or indirectly controlled by such person, as well as any other relationship that may result in a transfer of the Company's interests; provided, however, that enterprises controlled by the State shall not be regarded as having a related relationship solely by reason of their being under common State control.

(4) "Independent director" shall have the same meaning as "independent non-executive director" under the Hong Kong Listing Rules.

(5) "Accounting firm" shall have the same meaning as "auditor" under the Hong Kong Listing Rules.

(6) "Treasury shares" means shares previously issued but purchased, redeemed, surrendered or otherwise acquired by the Company and not cancelled. Unless otherwise provided by the Hong Kong Listing Rules, the Company Law or applicable laws and regulations, treasury shares shall not, directly or indirectly, be voted at any meeting of the Company, nor shall they be counted when determining the total number of issued shares at any particular time.

Article 211 The Board of Directors may formulate by-laws in accordance with the Articles of Association. Such by-laws shall not conflict with the provisions of the Articles of Association.

Article 212 The Articles of Association are written in Chinese. In the event of any discrepancy between the Articles of Association and any version thereof in another language or of a different version, the Chinese version of the Articles of Association most recently approved and registered by the Xuzhou Municipal Administrative Approval Bureau shall prevail.

Article 213 In the Articles of Association, "no less than", "within" and "no more than" include the number itself; "beyond", "less than", "more than" and "over" do not include the number itself.

Article 214 The Board of Directors of the Company shall be responsible for the interpretation of these Articles of Association.

Article 215 Any matters not provided for in the Articles of Association shall be handled in accordance with applicable laws, administrative regulations, departmental rules, normative documents, and the relevant provisions of the securities regulatory authorities in Hong Kong, in light of the actual circumstances of the Company. Where any provision of the Articles of Association is inconsistent with the provisions of any laws, regulations, rules, the Hong Kong Listing Rules, or other securities regulatory rules of the place where the Company's shares are listed, the provisions of such laws, regulations, rules, the Hong Kong Listing Rules, and other securities regulatory rules of the place where the Company's shares are listed shall prevail.

The appendices to the Articles of Association include the Rules of Procedure for the Shareholders' Meeting and the Rules of Procedure for the Board of Directors.

Article 216 Upon being passed by a special resolution of the shareholders' meeting, the Articles of Association shall become effective and come into operation on the date on which the Company's publicly issued H shares are listed and traded on the Main Board of the Hong Kong Stock Exchange. The original Articles of Association of the Company shall automatically cease to have effect upon the effective date of the Articles of Association.

Jiangsu Xinde Semiconductor Technology Co., Ltd.

November 2026