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If you have **sold or transferred all** your shares in Xiamen Jihong Co., Ltd, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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XIAMEN JIHONG CO., LTD **廈門吉宏科技股份有限公司**

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2603)

- (1) REPURCHASE AND CANCELLATION OF
CERTAIN RESTRICTED SHARES;
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
THE RULES OF PROCEDURES
AND PROPOSED ABOLISHMENT OF THE ESTABLISHMENT OF
THE SUPERVISORY BOARD;
(3) PROPOSED AMENDMENTS TO THE GOVERNANCE POLICIES;
AND
(4) NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING**

The 2025 First EGM will be held at 38th Floor, Yuzhou Plaza, No. 55, Hubin South Road, Siming District, Xiamen, the PRC at 2:30 p.m. on Monday, July 7, 2025. Notice convening the 2025 First EGM is set out on pages EGM-1 to EGM-2 of this circular. Proxy form for the 2025 First EGM is enclosed in this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<https://www.jihong.cn>). Shareholders who are eligible to attend and intend to appoint a proxy to attend the 2025 First EGM shall complete and return the accompanying proxy form in accordance with the instructions printed thereon to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 24 hours before the time fixed for holding the 2025 First EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the 2025 First EGM or any adjourned meeting in person should you so desire. A letter from the Board is set out on pages 3 to 10 of this circular.

June 21, 2025

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“2023 Restricted Share Incentive Plan”	a restricted share incentive plan adopted by the Company on August 30, 2023, for the purpose of incentivizing eligible management and employees of the Group. Details of the principal terms of the 2023 Restricted Share Incentive Plan are set out in “Appendix VI – Statutory and General Information” of the prospectus issued by the Company on May 19, 2025;
“2025 First EGM”	the 2025 first extraordinary general meeting of the Company to be held at 38th Floor, Yuzhou Plaza, No. 55, Hubin South Road, Siming District, Xiamen, the PRC at 2:30 p.m. on Monday, July 7, 2025;
“A Share(s)”	the ordinary share(s) with a par value of RMB1.00 each in the share capital of the Company which are listed on the Shenzhen Stock Exchange, and are subscribed for and traded in RMB;
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors of the Company;
“Company”	Xiamen Jihong Co., Ltd (廈門吉宏科技股份有限公司), a joint-stock company with limited liability incorporated in the PRC, the shares of which are listed on the Shenzhen Stock Exchange and the Main Board of the Stock Exchange;
“CSRC”	China Securities Regulatory Commission;
“Director(s)”	the director(s) of the Company;
“H Share(s)”	overseas listed foreign share(s) with a par value of RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and are subscribed for and traded in Hong Kong dollars;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Main Board”	the Main Board of the Stock Exchange;
“Participants”	Participants of the 2023 Restricted Share Incentive Plan;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“Rules of Procedures”	collectively, the Rules of Procedures for Shareholders’ General Meetings and the Rules of Procedures for Meetings of the Board of Directors;
“Shareholder(s)”	the shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Supervisory Board”	the supervisory board of the Company.

LETTER FROM THE BOARD



XIAMEN JIHONG CO., LTD **廈門吉宏科技股份有限公司**

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2603)

Executive Directors:

WANG Yapeng (*Chairman*)
ZHUANG Hao (*General Manager*)
ZHANG Heping (*Vice Chairman and
Deputy General Manager*)
ZHUANG Shu (*Deputy General Manager*)
LU Tashan (*Joint Company Secretary*)

Registered Office:

No. 9 Putou Road
Dongfu Industry Park II
Haicang District
Xiamen
Fujian Province
PRC

Non-Executive Director:

LIAO Shengxing

Principal place of business in Hong Kong:

Office 5, 15/F
Bank of East Asia
Harbour View Centre
No. 56 Gloucester Road
Hong Kong

Independent Non-Executive Directors:

ZHANG Guoqing
YANG Chenhui
Alfred SIT Wing Hang
HAN Jianshu
NG Weng Sin

June 21, 2025

To the Shareholder

Dear Sir or Madam,

- (1) REPURCHASE AND CANCELLATION OF
CERTAIN RESTRICTED SHARES;
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
THE RULES OF PROCEDURES AND PROPOSED ABOLISHMENT OF
THE ESTABLISHMENT OF THE SUPERVISORY BOARD;
(3) PROPOSED AMENDMENTS TO THE GOVERNANCE POLICIES;
AND
(4) NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with detailed information regarding, among others, (i) proposed repurchase and cancellation of certain restricted shares, (ii) proposed amendments to the Articles of Association and the Rules of Procedures and the proposed abolishment of the establishment of the Supervisory Board; (iii) proposed amendments to the governance policies; and (iv) the notice convening the 2025 First EGM, so as to enable you to make an informed decision on whether to vote for or against the resolutions at the 2025 First EGM. For the details of the resolutions to be proposed at the 2025 First EGM, please refer to the notice of the 2025 First EGM enclosed with this circular.

LETTER FROM THE BOARD

2. REPURCHASE AND CANCELLATION OF CERTAIN RESTRICTED SHARES

The Company proposes to repurchase and cancel the restricted A Shares granted to certain Participants (the “**Repurchase Participants**”) in accordance with the provisions of the 2023 Restricted Share Incentive Plan (the “**Repurchase and Cancellation**”). Except for Mr. WANG Yapeng and Mr. LU Tashan, each of whom is an executive Director, none of the Repurchase Participants is a connected person of the Company.

Special resolutions regarding the Repurchase and Cancellation will be proposed at the 2025 First EGM.

1. Particulars of the Repurchase and Cancellation

(1) Reasons for and Quantity of the Repurchase and Cancellation

i. Repurchase and Cancellation of Certain Restricted A Shares under the 2023 Restricted Share Incentive Plan

Pursuant to the provisions of the 2023 Restricted Share Incentive Plan:

- the lock-up restrictions on the restricted A Shares granted to 190 Participants were not lifted as the Company’s cross-border social e-commerce business failed to achieve the performance targets as stated in the plan. A total number of 2,226,000 restricted A Shares that have been granted to the aforesaid 190 Participants but have not yet been released from lock-up shall be repurchased and cancelled by the Company; and
- seven Participants were no longer qualified as Participants under the plan due to their resignation from the Company. A total number of 48,000 restricted A Shares that have been granted and released from lock-up or granted (as the case may be) but have not yet been released from lock-up to the aforesaid seven Participants shall be repurchased and cancelled by the Company.

Accordingly, the Board has considered and decided to repurchase and cancel a total number of 2,274,000 restricted A Shares that have been granted and released from lock-up or granted (as the case may be) but have not yet been released from lock-up to the above 197 Participants of the 2023 Restricted Share Incentive Plan.

LETTER FROM THE BOARD

(2) Number and Price of Restricted A Shares under the Repurchase and Cancellation

The Company proposes to repurchase and cancel 2,274,000 restricted A Shares for a repurchase price of RMB8.8120 per A Share.

The above repurchase price is determined based on the provisions of the 2023 Restricted Share Incentive Plan. Pursuant to relevant provisions of the 2023 Restricted Share Incentive Plan, where the Company repurchases and cancels the restricted A Shares in accordance with the schemes, the repurchase price shall equal to the grant price of such A Shares, as adjusted with capitalization of capital reserve, stock dividend distribution, stock split, rights issue, share consolidation, or cash dividend distribution, as applicable.

The above repurchase price is adjusted by the dividend amount distributed per A Share with the following formula: $P = P_0 - V$, among which, P represents the adjusted repurchase price per restricted A Share, P_0 represents the grant price per restricted A Share, V represents the dividend amount distributed per A Share.

(3) Total Amount and Source of Funds for the Repurchase

A total amount of RMB20,038,488 will be used to effect the Repurchase and Cancellation, all of which are from the Company's self-owned funds.

(4) Changes in Share Capital after completion of the Repurchase and Cancellation

Upon completion of the procedures of the Repurchase and Cancellation, the Company's total number of A Share will be reduced from 384,769,288 to 382,495,288. The share capital of the Company before and after the Repurchase and Cancellation (if implemented) will be as follows:

Class of Shares	Before the Repurchase and Cancellation			After the Repurchase and Cancellation	
	Number of Shares	Percentage of total share capital (%)	Increase/decrease in number of Shares ^(Note 1)	Number of Shares	Percentage of total share capital ^(Note 2) (%)
Shares subject to lock-up restrictions (A Shares)	95,999,100	21.21	-2,274,000	93,725,100	20.81
Shares not subject to lock-up restrictions (A Shares)	288,770,188	63.79	0	288,770,188	64.11
H Shares	67,910,000	15.00	0	67,910,000	15.08
Total	452,679,288	100.00	-2,274,000	450,405,288	100.00

LETTER FROM THE BOARD

Notes:

1. The shareholding structure information on “Before the Repurchase and Cancellation” in the above table is based on the information as at June 20, 2025.
2. The percentage figures in the table are rounded up to two decimal places, and any discrepancy between the sum of the sub-items and the total figure is due to rounding.
3. Specific changes in share capital shall be subject to the “Issuer’s Share Capital Structure Table” issued by China Securities Depository and Clearing Corporation Limited Shenzhen Branch.

The Repurchase and Cancellation (if implemented) will not result in any change in the controlling shareholder of the Company. The Company’s shareholding structure will remain in compliance with relevant requirements under the listing rules of the Shenzhen Stock Exchange and the Stock Exchange.

(5) Impact of the Repurchase and Cancellation on the Operating Results of the Company

The Repurchase and Cancellation will not have any material impact on the operating results and financial conditions of the Company.

(6) Opinion of the Supervisory Board

Upon verification, the Supervisory Board is of the view that the Repurchase and Cancellation of certain restricted A Shares complies with the rules and requirements of the Administrative Measures on Incentive Scheme of Listed Companies (《上市公司股權激勵管理辦法》), the Articles of Association and the relevant provisions of the 2023 Restricted Share Incentive Plan. The Supervisory Board is of the opinion that:

- (i) the procedures performed by the Board for the Repurchase and Cancellation are in compliance with relevant regulations;
- (ii) the Repurchase and Cancellation will not affect the stability and incentive of the Company’s core management team;
- (iii) the Repurchase and Cancellation will not affect materially the Company’s operating results and financial position; and
- (iv) there will not be any prejudice to the interest of the Company and its Shareholders.

The Supervisory Board agrees to the Repurchase and Cancellation.

LETTER FROM THE BOARD

(7) Summary of the Legal Opinion

Beijing Kangda Law Firm is of the opinion that the Repurchase and Cancellation is in accordance with the “Company Law of the People’s Republic of China” (《中華人民共和國公司法》), “Securities Law of the People’s Republic of China” (《中國人民共和國證券法》), “Measures for the Administration of Equity Incentives of Listed Companies” (《上市公司股權激勵管理辦法》), “Self-Regulatory Guide for Listed Companies on the Shenzhen Stock Exchange No. 1 – Business Handling” (《深圳證券交易所上市公司自律監管指引第1號 – 業務辦理》) and other laws, regulations and normative documents, as well as the relevant provisions of the 2023 Restricted Share Incentive Plan, and has fulfilled the legal procedures that should be performed at this stage.

3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURES AND PROPOSED ABOLISHMENT OF THE ESTABLISHMENT OF THE SUPERVISORY BOARD

On June 20, 2025, the Company convened the 29th meeting of the seventh session of the Board, at which the proposal in relation to the proposed amendments to the Articles of Association and the Rules of Procedures and the proposed abolishment of the establishment of the Supervisory Board has been approved by the Board.

On December 29, 2023, the amendments to the Company Law of the People’s Republic of China (《中華人民共和國公司法》) (the “**PRC Company Law**”) was adopted, which came into effect on July 1, 2024. The amendments introduced by the new PRC Company Law to the then PRC Company Law include but not limited to reforming the corporate capital system and organizational structure, enhancement in protection for minority shareholders’ rights and interests, strengthening responsibilities for controlling shareholders, directors and senior management as well as permitting the replacement of supervisory committee with the audit committee. In order to ensure the listed companies can effectively comply with and implement the new requirements of the PRC Company Law, the CSRC issued a number of important documents on March 28, 2025, including the revised Guidelines on the Articles of Association of Listed Companies (《上市公司章程指引》) and the Rules for Shareholders’ Meetings of Listed Companies (《上市公司股東會規則》).

The current Listing Rules contain provisions in respect of the expansion and further expansion of the paperless listing regime, which require listed issuers to disseminate corporate communications by electronic means and to ensure that their articles of association enable them to hold shareholders’ general meetings, at which members can attend virtually with the use of technology and can cast votes by electronic means.

In light of the above, the Board proposed to make certain amendments to its existing Articles of Association of the Company (the “**Proposed Amendments to the Articles of Association**”), mainly including but not limited to (1) the abolishment and replacement of the Supervisory Board by the Audit Committee; (2) adjustments to the functions and powers of shareholders’ general meeting and the Board; (3) adjusting the requirements on the Directors, the Board and the Board Committees; (4) consequential amendments to the provisions of the Articles of Association in accordance with changes in applicable laws and regulations; and (5) other internal affairs and miscellaneous changes.

LETTER FROM THE BOARD

In view of the Proposed Amendments to the Articles of Association, the Board has considered and approved the amendments to the relevant provisions of the Rules of Procedures, which are annexed to the Articles of Association (the “**Proposed Amendments to the Rules of Procedures**”).

Notwithstanding the Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules of Procedures, the contents of other chapters, articles and annexures of the Articles of Association and the Rules of Procedures shall remain unchanged. The Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules of Procedures will take effect subject to the approval at the 2025 First EGM. After the Proposed Amendments to the Articles of Association take effect, the establishment of the Supervisory Board will be abolished and the positions of supervisors of the Company will be automatically removed. Details of the Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules of Procedures are set out in Appendix I and Appendix II to this circular.

The Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules of Procedures were prepared in the Chinese language. The English translation is for reference only. In the event of any discrepancy between the Chinese and the English versions of the Proposed Amendments to the Articles of Association and the Proposed Amendments to the Rules of Procedures, the Chinese version shall prevail.

The legal advisers to the Company as to the laws of Hong Kong and the laws of the PRC have respectively confirmed that the Proposed Amendments to the Articles of Association comply with requirements of the Listing Rules and applicable laws of the PRC. The Company confirms that there is nothing unusual about the Proposed Amendments to the Articles of Association for a company incorporated in the PRC and listed on the Stock Exchange.

4. PROPOSED AMENDMENTS TO THE GOVERNANCE POLICIES

In light of the Proposed Amendments to the Articles of Association and the abolition of the Supervisory Board, the Board proposed to amend the rules of procedures of general meetings of the Company, the rules of procedures of Board meetings, and the following governance policies:

- System for the Administration on External Investments (對外投資管理制度);
- System for the Administration on Related Transactions (關聯交易管理制度);
- Administrative Measures for External Guarantees (對外擔保管理辦法);
- System for the Administration of Proceeds from Capital Raising Activities (募集資金管理制度);
- Working System for Independent Non-Executive Directors (獨立非執行董事工作制度).

Details of the proposed amendments of the above governance policies are set forth in Appendix III of this circular. The proposed amendments are subject to the approval of the Shareholders by way of ordinary resolutions at the 2025 First EGM.

LETTER FROM THE BOARD

5. THE 2025 FIRST EGM

The 2025 First EGM will be held at 38th Floor, Yuzhou Plaza, No. 55, Hubin South Road, Siming District, Xiamen, the PRC at 2:30 p.m. on Monday, July 7, 2025. Notice convening the 2025 First EGM is set out on pages EGM-1 to EGM-2 of this circular.

Proxy form for the 2025 First EGM is enclosed in this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<https://www.jihong.cn>). Shareholders who are eligible to attend and intend to appoint a proxy to attend the 2025 First EGM shall complete and return the proxy form in accordance with the instructions printed thereon to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 24 hours before the time fixed for holding the 2025 First EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting at the 2025 First EGM or any adjourned meeting in person should you so desire.

To determine the eligibility of the holders of H Shares to attend and vote at the 2025 First EGM, the register of the holders of H Shares of the Company will be closed on Monday, July 7, 2025. During this day, no transfer of H Shares will be registered. Any holder of the H Shares, whose name appears on the Company's register of members on Monday, July 7, 2025, is entitled to attend and vote at the 2025 First EGM. In order for the holders of H Shares to be qualified to attend and vote at the 2025 First EGM, all transfer documents accompanied by the relevant H Share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, July 4, 2025. For the notice of the 2025 First EGM applicable to holders of A Shares and the relevant form of proxy, please refer to the announcement of the Company dated June 21, 2025 on the Shenzhen Stock Exchange.

6. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the shareholders' general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Poll results will be announced by the Company in accordance with Rule 13.39(5) and 13.39(5A) of the Listing Rules after the conclusion of the 2025 First EGM. To the best of knowledge, information and belief of the Directors, no Shareholder was required to abstain from voting at the 2025 First EGM under the Listing Rules.

7. RECOMMENDATIONS

The Board believes that the resolutions sets out in the notice of the 2025 First EGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the relevant resolutions to be proposed as set out in the notice of the 2025 First EGM.

LETTER FROM THE BOARD

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board

Xiamen Jihong Co., Ltd

ZHUANG Hao

Executive Director and General Manager

Set out below are the proposed amendments to the Articles of Association.

ARTICLES OF ASSOCIATION OF XIAMEN JIHONG CO., LTD

CHAPTER I GENERAL PROVISIONS

Article 1 For the purposes of protecting the lawful rights and interests of Xiamen Jihong Co., Ltd (hereinafter the “**Company**”) and its shareholders and creditors, as well as regulating the organization and acts of the Company, these Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Securities Law of the People’s Republic of China (the “**Securities Law**”), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines for Articles of Association of Listed Companies, the Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) and other relevant regulations.

Article 2 The Company is a joint stock limited company incorporated in accordance with the Company Law and other applicable laws and regulations.

The Company was established by the promoters by means of full conversion. The Company is registered with and has obtained its business license as a legal person from the Xiamen Municipal Administration for Market Regulation, with the unified social credit code: 913502007516215965.

Article 3 On 16 June 2016, the Company was approved by the China Securities Regulatory Commission (the “**CSRC**”) under the approval document Zheng Jian Xu Ke [2016] No. 1306 to issue 29 million RMB-denominated ordinary shares to the public for the first time, and was listed on the Shenzhen Stock Exchange (the “**SZSE**”) on 12 July 2016.

After filing with the CSRC on ~~1-1~~ 24 January 2025 and receiving the Letter of Consent for Listing in Principle from The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) on ~~1-1~~, 15 May 2025, the Company issued 67,910,000 ~~1-1~~ overseas-listed foreign shares in Hong Kong (the “**H shares**”). The aforesaid H Shares were listed on ~~The Stock Exchange of Hong Kong Limited~~ (the “**Hong Kong Stock Exchange**”) on ~~1-1~~, 27 May 2025.

Article 4 Registered Name: 廈門吉宏科技股份有限公司
English name: Xiamen Jihong Co., Ltd

Article 5 Domicile: No. 9 Putou Road, Dongfu Industry Park II, Haicang District, Xiamen Postal code: 361027

Article 6 The registered capital of the Company is RMB450,405,288~~1-1~~452,679,288.

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

Article 8 The general manager shall be the legal representative of the Company.

Where the ~~director or~~ manager who serves as the legal representative resigns, such resignation shall be deemed as a simultaneous resignation from the position of legal representative.

Upon the resignation of the legal representative, the Company shall appoint a new legal representative within thirty days from the date of such resignation.

Article 9 Civil activities conducted by the legal representative in the name of the Company shall have legal consequences borne by the Company.

Any restrictions imposed by these Articles of Association or by the general meeting on the powers of the legal representative shall not be enforceable against a bona fide counterparty.

If the legal representative causes damage to others in the course of performing his or her duties, the Company shall bear civil liability. After assuming such civil liability, the Company may, in accordance with the law or these Articles of Association, seek recourse against the legal representative who is at fault.

Article 910 The total assets of the Company are divided into shares with equal value. The liability of each shareholder to the Company is limited to the shares subscribed by such shareholder. The Company shall be liable for its debts to the extent of its assets.

Article ~~10~~11 From the effective date hereof, these Articles of Association shall become a legally binding document governing the organization and activities of the Company, and the relationship of rights and obligations between the Company and the shareholders and among the shareholders, and be legally binding on the Company and its shareholders, directors, ~~supervisors~~ and senior management. A shareholder may bring an action against another shareholder or any director and, supervisor, or any senior management of the Company, or the Company, and the Company may bring an action against any of its shareholders, directors and, supervisors, or senior management, in each case, in accordance with these Articles of Association.

Article ~~11~~12 For the purposes of these Articles of Association, senior management include the general manager, deputy general manager, secretary of the Board, and chief financial officer.

Article ~~12~~13 The Company shall establish a communist party organization and carry out party-related activities in accordance with the provisions of the Constitution of the Communist Party of China. The Company shall provide the necessary venues, personnel and funding support for the Party organization to carry out its activities and ensure effective operations, include Party building expenses under administrative expenses, and support the development of facilities for Party-related activities.

CHAPTER II BUSINESS OBJECTIVES AND SCOPE

Article ~~13~~14 The Company's business objective is to uphold quality as the guiding principle, efficiency as the driving force, and talent as the foundation.

Article ~~14~~15 Upon lawful registration, the Company's scope of business is as follows: "General items: professional design services; software development; information technology consulting services; sales of Class I medical devices; sales of Class II medical devices; advertisement production; advertisement publication (non-radio, television, newspaper publishing units); advertisement design and agency; manufacturing of plastic products; sales of plastic products; manufacturing of printing-specific equipment; manufacturing of specialized equipment (excluding permitted specialized equipment); repair of specialized equipment; production of labor protection supplies; online sales (excluding

commodities requiring a permit); sales of garment accessories; sales of textile fabrics and raw materials; retail of footwear and hats; sales of luggage and bags; sales of leather goods; retail of arts and crafts and collectible items (excluding ivory and its products); retail of jewelry; retail of cosmetics; retail of pet food and supplies; sales of metal products; sales of furniture; sales of household appliances; sales of daily necessities; sales of agricultural and sideline products; sales of communication equipment; sales of electronic products; sales of environmental protection equipment; sales of chemical products (excluding those requiring a permit); retail of hardware products; sales of office equipment and consumables; sales of automobile accessories; sales of maternal and infant products; sales of eyewear (excluding contact lenses); personal business services; enterprise management consulting; corporate image planning; conference and exhibition services; marketing planning; information system integration services; sales of gifts and flowers. (Except for business activities that are subject to approval under the law, business activities may be conducted independently with a business licence). Permitted items: printing of printing materials for packaging and decoration; printing of publications; online sales of publications; technology import and export; goods import and export; alcohol business operations; online sales of food products (pre-packaged food); online sales of food products. (For business activities that are subject to approval under the law, business activities may only be conducted after obtaining approval from the relevant authorities, and the specific business activities shall be subject to the approval documents or permits issued by the relevant authorities.)”

CHAPTER III SHARES

Section 1 Issuance of Shares

Article ~~15~~16 The Shares of the Company shall take the form of registered shares.

Article ~~16~~17 The shares of the Company shall be issued in an open, fair and equal manner. Each share of the same class shall rank pari passu with each other.

Shares of a class in each issuance shall be issued under the same terms and at the same price. Each of the shares shall be subscribed for at the same price by any entity or individual.

Article ~~17~~18 All the shares issued by the Company shall be denominated in RMB with a par value of RMB1 per share. The shares issued and listed on the SZSE are referred to as “A Shares”; The shares issued and listed on the Hong Kong Stock Exchange are referred to as “H Shares”.

Article ~~18~~19 The A Shares issued by the Company shall be centrally deposited with the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited. The H Shares issued by the Company shall primarily be deposited in the custodian company of the Hong Kong Securities Clearing Company Limited in accordance with the laws and practices for securities registration and depository of the place where the shares of the Company are listed, or may also be held by shareholders in their own names.

Article ~~19~~20 The promoters of the Company, together with the number of shares held by such promoters and their respective shareholding percentages, are as set out in the table below:

NO.	Full name of promoters	Number of shares held (10,000 shares)	Shareholding percentage
1	Zhuang Hao	3,981.25	46.84%
2	Zhuang Shu	1,531.25	18.02%
3	Xiamen Jinrunyue Investment Co., Limited* (廈門金潤悅投資有限公司)	1,500.00	17.65%
4	Xiamen Yongyue Investment Consulting Co., Limited* (廈門市永悅投資諮詢有限公司)	875.00	10.29%
5	Zhang Heping	306.25	3.60%
6	He Jingying	306.25	3.60%
Total		8,500.00	100.00%

Article 2021 Upon the completion of the initial public offering of the H Shares (~~assuming that the Over-allotment Option is not exercised~~), the total issued share capital of the Company comprises ~~450,405,288~~~~1452,679,288~~ shares, all of which are ordinary shares, including ~~382,495,288~~~~1384,769,288~~ A ordinary shares, representing ~~84.92~~~~185~~% of the total issued share capital of the Company, and ~~67,910,000~~~~1~~ H ordinary shares, representing ~~15.08~~% of the total issued share capital of the Company.

Article 2122 The Company and its subsidiaries (including its affiliates) shall not provide any financial assistance to others for the acquisition of shares in the Company or its parent company ~~any person purchasing or intending to purchase any shares of the Company~~ in the form of gift, advancement, guarantee, compensation, or loan ~~or otherwise~~, except for the implementation of the Company's employee stock ownership plan.

For the benefit of the Company, the Company may, subject to a resolution by the shareholders' general meeting or a resolution by the Board in accordance with these Articles of Association or the authorization of the shareholders' general meeting, and in compliance with relevant Hong Kong laws and regulations and the Hong Kong Listing Rules, provide financial assistance to others for the acquisition of shares in the Company or its parent company, provided that the total cumulative amount of such financial assistance shall not exceed 10% of the total issued share capital. A resolution by the Board shall be adopted by two thirds or more of all the Directors.

Section 2 Increase, Decrease and Repurchase of Shares

Article 2223 According to the operation and development needs of the Company, subject to the laws and regulations, the Company may increase the capital by the following ways upon resolutions made at the Shareholders' general meeting:

- (i) ~~Public issuance of~~ Issuing shares to unspecific parties;
- (ii) ~~Issuing Non-public issuance of~~ shares to specific parties;

(iii) Distribution of bonus shares to existing shareholders;

(iv) Converting the reserve funds into share capital;

(v) Other means ~~stipulated~~ ~~approved~~ by the laws, administrative regulations or ~~approved by~~ the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”).

Article 2324 Our Company may decrease our registered share capital. The decrease in the registered share capital of the Company shall comply with the procedures stipulated in the Company Law and other relevant regulations and the Articles of Association.

Article 2425 The Company shall not to repurchase its own shares, unless otherwise under the circumstances:

(i) Reduce our Company’s registered capital;

(ii) Merger with other companies which hold our shares;

(iii) Using the shares as an employee stock ownership plan or equity incentive;

(iv) Purchasing its shares from Shareholders who have voted against the resolutions on the merger or division of the Company at a Shareholders’ general meeting upon their request;

(v) Use of shares for conversion of convertible corporate bonds issued by the Company into shares;

(vi) Necessary for the Company to maintain its value and protect the interests of the shareholders.

Article 2526 The Company may repurchase its own shares by means of public centralized trading, ~~any of the following means, provided that it complies with the applicable securities regulatory rules of the places where the Company’s shares are listed:~~

~~(i) centralized bidding on the stock exchange;~~

~~(ii) tender offer;~~

~~(iii) or~~ or other means approved by the laws, administrative regulations or the securities regulatory authorities of the places where the Company’s shares are listed.

Where the Company purchases its shares under the circumstances prescribed in items (iii), (v) and (vi) under the first paragraph of Article 2425 of these Articles of Association, such purchase shall proceed ~~in accordance with the methods as stipulated in items (i) and (ii) under the first paragraph of this article. Where the Company repurchases its shares by way of a tender offer, such repurchase shall be conducted in accordance with the provisions governing tender offers under the Administrative Measures for the Takeover of Listed Companies~~ through public centralized trading, provided that the Company’s repurchase of its own shares complies with relevant Hong Kong laws and regulations, the Hong Kong Listing Rules, and the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong.

Article 2627 A resolution shall be passed at the Shareholders' general meeting when the Company is to repurchase its own shares under the circumstances stipulated in items (i) and (ii) under the first paragraph of Article ~~2425~~ hereof. In case of the circumstances stipulated in items (iii), (v) and (vi) under the first paragraph of Article ~~2425~~ hereof, a resolution of the Company's Board shall be passed by more than two-thirds of the Directors attending the Board meeting, provided that it complies with the applicable securities regulatory rules of the places where the Company's shares are listed.

After the Company has repurchased its own shares in accordance with the requirements under the first paragraph of Article ~~2425~~ hereof, the shares so repurchased shall be canceled within ten days from the date of purchase (under the circumstance set out in (i) above), or shall be transferred or canceled within six months (under the circumstances set out in items (ii) and (iv) above). In case of the circumstances set out in items (iii), (v) and (vi), the total number of shares of the Company held by the Company shall not exceed 10% of the total issued shares of the Company, and shall be transferred or canceled within three years.

Any repurchase of the Company's shares by the Company shall adhere to the information disclosure obligations as stipulated in the Securities Law and the securities regulatory rules of the places where the Company's shares are listed.

Section 3 Transfer of Shares

Article 2728 The Shares of the Company ~~shall be transferred~~ ~~are transferable~~ according to law. Transfer of any H Shares shall be effected by a written instrument of transfer in a general or standard format or any other format accepted by the Board (including the standard transfer format or transfer form specified by the Hong Kong Stock Exchange from time to time). If the transferor or transferee of the shares of the Company is a recognized clearing house or its agent thereof as defined under the relevant provisions of the Hong Kong laws in force from time to time, the written transfer documents may be signed by hand or by machine imprinted signatures. All instruments of transfer shall be kept at the legal address of the Company or other place designated by the Board from time to time.

Article 2829 The Company shall not accept shares of the Company as the subject of any pledge.

Article 2930 ~~Shares of the Company held by the founders shall not be transferred within one year from the date of incorporation of the Company.~~ Shares of the Company that were issued prior to a public issue shall not be transferred within one year from the date on which shares of the Company are listed and traded on the stock exchange.

The Directors, ~~Supervisors~~ and senior management of the Company shall notify the Company of their holdings of shares in the Company and the changes therein. The shares transferrable by them during each year of their tenures, as determined at the time of their appointment, shall not exceed 25% of their total holdings of shares of the same class in the Company. The shares in the Company held by them shall not be transferred within one year from the date on which the Company's shares are listed for trading. The shares in the Company held by them shall not be transferred within half a year from their departure from the Company.

Where the listing rules of the places where the Company's shares are listed provide otherwise in respect of the ~~restrictions on the~~ transfer of the Company's shares held by shareholders, such rules shall prevail.

Article 3031 Any gains from sale of the Company's shares or other securities with an equity nature by the shareholders holding 5% or more of A Shares, Directors, ~~Supervisors~~ and senior management ~~or shareholders holding 5% or more of the Company's A Shares~~ within six months after their purchase of the same, or any gains from the purchase of the shares or other securities with an equity nature by any of the aforesaid parties within six months after sale of the same shall be paid to the Company, and the Board of the Company shall be responsible for recovering such gains from the abovementioned parties, except for the holding by a securities company of 5% or more of the Company's shares as a result of its undertaking of the untaken shares in an offer, or such other circumstances as prescribed by the CSRC. Where the listing rules of the places where the Company's shares are listed provide otherwise in respect of the restrictions on the transfer of shares, such rules shall prevail.

Shares or other securities with the nature of equity held by Directors, ~~Supervisors~~, senior executives and individual shareholders as mentioned in the preceding paragraph include shares or other securities with the nature of equity held by their spouses, parents or children, or held by them by using other people's accounts.

If the Board of the Company fails to comply with the first paragraph, the Shareholders are entitled to request the Board to do so within 30 days. If the Board of the Company fails to comply within the aforesaid period, the Shareholders are entitled to initiate litigation directly in the People's Court in their own names for the interest of the Company.

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

CHAPTER IV SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETING

Section 1 Shareholders

Article 3132 The Company shall make a register of shareholders in accordance with evidentiary documents provided by the securities registration authorities. The register of Shareholders is sufficient evidence to prove that the Shareholders hold the Company's Shares. The original register of Shareholders of H Shares shall be maintained in Hong Kong and made available for shareholders' inspection, but the Company may suspend the registration of shareholders in accordance with applicable laws and regulations and the requirements of the securities regulatory rules of the place where the shares of the Company are listed. Shareholders shall enjoy rights and assume obligations according to the class of shares they hold. Shareholders holding shares of the same class shall enjoy the same rights and assume the same obligations.

Any shareholder who is registered in, or any person requests to have his/her name entered into, the register of shareholders may, if his/her share certificate is lost, apply to the Company for a replacement share certificate in respect of such shares.

A Shareholder of H Shares who has lost his/her share certificate and applies for a replacement certificate to be issued may do so in accordance with the laws, the rules of the stock exchange or other relevant requirements of the place where the original register of Shareholders of H Shares is maintained.

Article 3233 When the Company convenes a Shareholders' general meeting, distributes dividends, commences liquidation or participates in other activities which require the verification of the identities of shareholders, the Board or the convener of the Shareholders' general meeting shall decide the date of record. The shareholders whose names are registered on the register of shareholders at the close of trading on the date of record shall be entitled to the relevant rights.

Article 3334 The rights of our shareholders are as follows:

(i) To receive distribution of dividends and other forms of benefits according to the number of shares held;

(ii) To legally require the holding of, convene, preside over, participate in or authorize proxies of Shareholders to attend the Shareholders' general meeting and exercise corresponding voting rights;

(iii) To supervise the operations of our Company, provide suggestions or submit queries;

(iv) To transfer, grant and pledge the Company's shares held according to the provisions of the laws, administrative regulations and the Articles of Association;

(v) To read and copy the Articles of Association, the register of Shareholders, Company bond stubs, minutes of Shareholders' general meeting, resolutions of meetings of the Board, resolutions of meetings of the Audit Committee ~~Board of Supervisors~~ and financial and accounting reports, Shareholders who meet the specified requirements may inspect the Company's accounting books and accounting vouchers;

(vi) To participate in the distribution of the remaining assets of our Company according to the proportion of shares held upon our termination or liquidation;

(vii) To require our Company to acquire the shares from Shareholders voting against any resolutions adopted at the Shareholders' general meeting concerning the merger and division of the Company;

(viii) Other rights conferred by laws, administrative regulations, regulations of the authorities, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association.

Article 3435 Where any Shareholder requests to read or copy the Company's relevant materials ~~demands to read the relevant information or obtain any of the aforesaid materials~~, he shall comply with the provisions of the Company Law, the Securities Law, and other laws and administrative regulations, and submit to the Company written documents proving the class(es) and number of shares of the Company he holds. The Company shall provide the same in accordance with the Shareholder's demand after verifying the Shareholder's identity.

Article 3536 In the event that any resolution of the Shareholders' general meeting or resolution of the Board of the Company violates laws or administrative regulations, the Shareholder is entitled to request the People's Court to deem it as invalid.

In the event that the convening procedure or voting method of the Shareholders' general meeting or the Board meeting violates any of laws, administrative regulations or the Articles of Association, or any resolution of which violates the Articles of Association, the Shareholder is entitled to request the People's Court to revoke the same within 60 days upon the resolution was adopted, except where the procedures for convening a meeting of the shareholders' meeting or the board of directors or the voting method only have some minor defects, which produce no substantial effect on the resolution.

Where the Board, shareholders or other relevant parties dispute the validity of a resolution of the general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court renders a judgment or ruling to annul the resolution or otherwise, the relevant parties shall comply with the resolution of the general meeting. The Company, Directors and senior management shall duly perform their duties to ensure the normal operation of the Company.

Where the People's Court renders a judgment or ruling on the relevant matter, the Company shall perform its information disclosure obligations in accordance with the law, administrative regulations, and the requirements of the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the execution once the judgment or ruling becomes effective. If it is necessary to rectify previous matters, the Company shall handle such matters in a timely manner and fulfil the corresponding information disclosure obligations.

Article 37 A resolution of the general meeting or the Board shall be invalid under any of the following circumstances:

- (i) the resolution was not made through the convening of a general meeting or Board meeting;
- (ii) no voting was conducted at the general meeting or Board meeting on the matter to be resolved;
- (iii) the number of attendees or the voting rights represented at the meeting did not meet the requirements under the Company Law or the Articles of Association;
- (iv) the number of persons attending or the voting rights represented in favor of the matter to be resolved did not meet the requirements under the Company Law or the Articles of Association.

Article 3638 If any Director or senior management who are not members of the Audit Committee violates the relevant laws and administrative regulations or the provisions of these Articles of Association in performing his/her duties in the Company, causing any loss to the Company, the shareholder(s) individually or collectively holding one percent (1%) or more of the shares of the Company for more than 180 consecutive days shall have the right to request in writing the Audit Committee ~~Board of Supervisors~~ to bring an action in the people's court. If the ~~members of Audit Committee Board of Supervisors~~ violates the relevant laws and administrative regulations or the provisions of these Articles of Association in performing its duties in the Company, causing any loss to the Company, ~~the aforementioned any~~ shareholder may request in writing the Board to bring an action in the people's court.

If the ~~Audit Committee Board of Supervisors~~ or the Board refuses to bring an action after receiving a written request from the relevant shareholder(s) as prescribed in the aforementioned paragraph, or fails to bring such action within thirty (30) days upon receipt of such written request, or if

the matter is of great urgency and the failure to bring such action immediately will cause irreparable damages to the Company, the relevant shareholder(s) shall have the right to directly bring an action in the people's court in their own name for the benefit of the Company.

If any other person infringes on the legitimate rights and interests of the Company, causing any loss to the Company, the shareholder(s) referred to in the first paragraph of this article may bring an action in the people's court pursuant to the provisions of the first two paragraphs of this article.

Where the Directors, Supervisors or senior management of a wholly-owned subsidiary of the Company, in performing their duties, violate any laws, administrative regulations or the provisions of these Articles of Association and cause losses to the Company, or where any other person infringes upon the lawful rights and interests of a wholly-owned subsidiary and causes losses, shareholders who individually or collectively hold 1% or more of the Company's shares for a continuous period of not less than 180 days may, in accordance with the first three paragraphs of Article 189 of the Company Law, make a written request to the board of supervisors or board of directors of the wholly-owned subsidiary to file a lawsuit with the People's Court, or may directly file a lawsuit with the People's Court in their own name.

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

Article 3739 If any Director or senior management damages the interests of any shareholder in violation of the relevant laws and administrative regulations or the provisions of these Articles of Association, the relevant shareholder may bring an action in the people's court.

Article 3840 The obligations of Shareholders are as follows:

- (i) To abide by laws, administrative regulations and the Articles of Association;
- (ii) To provide Share capital according to the Shares subscribed for and Share participation methods;
- (iii) Not to ~~return Shares~~ withdraw his/her/its share capital unless prescribed otherwise in laws and administrative regulations;
- (iv) Not to abuse Shareholders' rights to infringe upon the interests of the Company or other Shareholders; not to abuse the Company's status as an independent legal entity or the limited liability of Shareholders to damage the interests of the Company's creditors;

~~Any Shareholder of the Company who abuses Shareholders' rights and causes the Company or other Shareholders to suffer a loss shall be liable for making compensation in accordance with the law.~~

~~Any Shareholder of the Company who abuses the status of the Company as an independent legal entity or the limited liability of Shareholders to evade debts and seriously damages the interests of the Company's creditors shall assume joint and several liability for the Company's debts.~~

(v) To fulfill other obligations as stipulated by the laws, administrative regulations and these Articles of Association.

Article 41 Any Shareholder of the Company who abuses Shareholders' rights and causes the Company or other Shareholders to suffer a loss shall be liable for making compensation in accordance with the law. Any Shareholder of the Company who abuses the status of the Company as an independent legal entity or the limited liability of Shareholders to evade debts and seriously damages the interests of the Company's creditors shall assume joint and several liability for the Company's debts.

~~**Article 39** Any shareholder holding five percent (5%) or more of the voting shares of the Company who pledges any shares held by him/her shall report to the Company in writing on the date of such pledge.~~

Section 2 Controlling Shareholders and De Facto Controllers

Article 42 The controlling shareholder and the de facto controller of the Company shall exercise their rights and perform their obligations in accordance with laws, administrative regulations, the requirements of the CSRC and the stock exchange, and shall safeguard the interests of the listed company.

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

(i) exercise shareholder rights in accordance with the law, and shall not abuse control rights or use related-party relationships to infringe upon the lawful rights and interests of the Company or other shareholders;

(ii) strictly perform all public statements and undertakings made, and shall not alter or waive them without authorization;

(iii) strictly perform information disclosure obligations in accordance with the relevant regulations, actively cooperate with the Company in its information disclosure work, and promptly inform the Company of any significant events that have occurred or are proposed to occur;

(iv) shall not occupy the Company's funds in any manner;

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

(vi) shall not use the Company's undisclosed material information for personal gain, shall not disclose any undisclosed material information related to the Company in any manner, and shall not engage in insider trading, short-swing trading, market manipulation or any other unlawful or non-compliant acts;

(vii) shall not harm the lawful rights and interests of the Company and other shareholders by means of unfair related-party transactions, profit distribution, asset restructuring, external investments or any other means;

(viii) shall ensure the integrity of the Company's assets, and the independence of its personnel, finances, organization and business operations, and shall not affect the Company's independence in any manner;

(ix) comply with other provisions stipulated by laws, administrative regulations, the CSRC, the business rules of the stock exchange of the place where the Company is listed, and these Articles of Association.

Where the controlling shareholder or the de facto controller of the Company does not serve as a Director but actually performs the Company's affairs, the provisions of these Articles of Association regarding the duties of loyalty and diligence of Directors shall apply.

Where the controlling shareholder or the de facto controller of the Company instructs any Director or senior management personnel to engage in acts that damage the interests of the Company or its shareholders, such controlling shareholder or de facto controller shall bear joint and several liability together with such Director or senior management personnel.

Article 44 Where the controlling shareholder or de facto controller pledges the shares it holds or effectively controls in the Company, it shall ensure the stability of the Company's control and its production and operations.

Article 45 When transferring its shares in the Company, the controlling shareholder or de facto controller shall comply with the restrictive provisions on share transfer under laws, administrative regulations, the requirements of the CSRC and the stock exchange, and any undertakings made in respect of restrictions on share transfer.

~~**Article 40** The controlling Shareholders and actual controllers of the Company shall not use their connected relationship to damage the legitimate interests of the Company. Those who violate the provisions and cause losses to the Company shall be liable for compensation.~~

~~Controlling Shareholders and actual controllers of the Company shall have a duty of care to the Company and Public Shareholders of the Company. Controlling Shareholders shall exercise their investors' rights in strict accordance with the law, and such Controlling Shareholders shall not damage the lawful interests of the Company or of public Shareholders in any way such as via the distribution of profits, an asset reorganization, external investments, the use of Company's funds or the provision of a loan guarantee, nor shall they abuse their controlling positions to damage the interests of the Company or of public Shareholders.~~

Section 23 General Provisions for Shareholders' General Meetings

~~**Article 41**~~**Article 44** The Shareholders' general meeting is the organ of authority of the Company, which exercises its powers in accordance with the law:

~~(i) To decide on the Company's operational policies and investment plans;~~

~~(ii)~~(i) To elect and remove the Directors and Supervisors (other than the employee representatives) and to decide on matters relating to the remuneration of Directors and Supervisors;

- ~~(iii)~~(ii) To examine and approve reports of the Board;
- ~~(iv)~~ To examine and approve reports of the Board of Supervisors;
- ~~(v)~~ To examine and approve the Company's proposed annual financial budget and final accounts;
- ~~(vi)~~(iii) To examine and approve the Company's proposals for profit distribution plans and loss recovery plans;
- ~~(vii)~~(iv) To decide on any increase or decrease of the Company's registered capital;
- ~~(viii)~~(v) To decide on the issue of corporate bonds by the Company;
- ~~(ix)~~(vi) To decide on matters such as merger, division, dissolution and liquidation or change of corporate form of the Company;
- ~~(x)~~(vii) To amend the Articles of Association;
- ~~(xi)~~(viii) Resolution on appointment and dismissal of an accounting firm undertaking the Company's auditing business by the Company;
- ~~(xii)~~(ix) To examine and approve the provision of guarantees stipulated in Article ~~42~~ 47 hereof;
- ~~(xiii)~~(x) To examine matters relating to the purchases and disposals of the Company's material assets within one year, which exceed 30% of the Company's latest audited total assets;
- ~~(xiv)~~(xi) To examine and approve matters relating to changes in the use of proceeds raised;
- ~~(xv)~~(xii) To examine and approve the equity incentive plans and employee stock ownership plans;
- ~~(xvi)~~(xiii) To examine other matters as required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association, which shall be decided by the Shareholders' general meeting.

The general meeting may authorize the Board to make resolutions on the issuance of corporate bonds and shares, and the specific execution thereof shall comply with the requirements of laws, administrative regulations, the CSRC and the stock exchange.

Article 4247 The following acts of external guarantee of the Company shall be submitted to the Shareholders' general meeting for deliberation and approval:

- (i) Any guarantee to be provided after the total amount of external guarantees provided by the Company and its controlling subsidiaries has exceeded 50% of the Company's net assets as audited in the latest period;
- (ii) Any guarantee to be provided after the total amount of external guarantees provided by the Company and its controlling subsidiaries has exceeded 30% of the Company's total assets as audited in the latest period;

(iii) The amount of guarantee provided by the Company to others within one year exceeds 30% of the latest audited total assets of the Company;

(iv) Any guarantee to be provided for a party whose ratio of liabilities to assets exceeds 70%;

(v) The single guarantee for an amount more than 10% of the Company's net assets audited in the latest period;

(vi) The guarantee to be provided to a Shareholder, or to a de facto controller and related party thereof;

(vii) Other guarantees required by pertinent laws and regulations, or the securities regulatory rules of the place where the shares of the Company are listed, which shall be decided by the Shareholders' general meeting.

When the guarantee as referred to in item (iii) of the preceding paragraph is considered at the Shareholders' general meeting, the same shall be approved by not less than two-thirds of the voting rights held by the shareholders present at the meeting.

Where any Company personnel with approval authority under these Articles of Association and other internal regulations exceeds such authority to approve or sign external guarantee contracts without authorization, or fails to perform their duties in accordance with the authority and procedures stipulated in these Articles of Association and other internal regulations, thereby causing actual losses to the Company, the Company shall pursue legal liability against the responsible personnel. If such personnel violate the relevant regulations but do not cause actual losses to the Company, the Company may still impose disciplinary actions against the responsible personnel in accordance with its internal regulations.

~~In deliberating a proposal regarding the provision of any guarantee for any shareholder, de facto controller and related party thereof, such shareholder or any shareholder subject to the direction of the de facto controller shall abstain from voting on such proposal, and such proposal shall be adopted with the approval of a majority of votes held by other shareholders present at the Shareholders' general meeting.~~

Article 4348 The Shareholders' general meetings consist of annual general meeting and extraordinary general meeting. The annual general meeting shall be held once every year within six (6) months from the end of the previous financial year.

Article 4449 The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:

(i) The number of directors is less than 5 or less than two-thirds of the number prescribed in these Articles of Association;

(ii) The uncovered losses of our Company reach one-third of its total ~~paid-in~~ share capital;

(iii) The Shareholders with 10% or more shares of the Company separately or jointly request;

(iv) The Board considers it necessary;

(v) The ~~Audit Committee~~ ~~Board of Supervisors~~ proposes that such a meeting shall be held;

(vi) Other circumstances as required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed, or the Articles of Association.

If an extraordinary general meeting is convened in conjunction with the requirements of the securities regulatory rules of the place where the Company's shares are listed, the actual date of the extraordinary general meeting may be adjusted in accordance with the securities regulatory rules of the place where the Company's shares are listed.

Article 4550 A Shareholders' general meeting shall be held at the domicile of the Company or such other place as designated in the notice of the Shareholders' general meeting ~~by the Board~~.

A Shareholders' general meeting shall be held at the designated venue as a physical meeting combined with electronic communication methods ~~in the form of on-site meeting~~. The Company may also provide convenience for the shareholders to attend the meeting through online voting ~~the safe, economical and convenient network~~ or other means. Any Shareholders who participates in the meeting through the above means shall be deemed to be present in person.

Article 4651 When the Company convenes a Shareholders' general meeting, a solicitor may be engaged to provide legal advice and make announcement on the following issues:

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

(ii) whether the eligibility of persons attending the meeting and the qualification of the convener are lawful and valid;

(iii) whether the voting process and voting results are lawful and valid;

(iv) legal advice provided on other issues at the request of the Company.

Section 34 Summoning of Shareholders' General Meetings

Article 4752 The Board shall convene Shareholders' general meetings on time within the stipulated period.

Independent Directors shall be entitled to propose to the Board to convene an extraordinary general meeting, subject to the approval of more than half of all independent Directors. Regarding the proposal requesting to convene an extraordinary general meeting by the Independent Directors, the Board shall, in accordance with the laws, administrative regulations and these Articles of Association, inform in writing whether it agrees or disagrees to convene an extraordinary general meeting within ten (10) days upon receipt of the proposal.

If the Board agrees to convene an extraordinary general meeting, the Board shall issue a notice to convene the meeting within five (5) days after it passed a resolution thereon. If the Board refuses to convene an extraordinary general meeting, the Board shall explain the reason and publish an announcement.

Article 4853 The ~~Audit Committee Board of Supervisors~~ shall ~~be entitled to~~ propose to the Board to convene an extraordinary general meeting, and shall put forward its proposal to the Board in writing. The Board shall, pursuant to the laws, administrative regulations and these Articles of Association, inform in writing whether it agrees or disagrees to convene the extraordinary general meeting within ten (10) days upon receipt of the proposal.

If the Board agrees to convene an extraordinary general meeting, it shall issue a notice to convene the Shareholders' general meeting within five (5) days after it passed a resolution thereon, provided that no change shall be made to the proposal in such notice without the consent of the Audit Committee ~~Board of Supervisors~~.

If the Board does not agree to convene an extraordinary general meeting, or fails to respond within ten (10) days upon receipt of the proposal, the Board shall be deemed to be unable or fail to perform its duties to convene a Shareholders' general meeting, and the Audit Committee ~~Board of Supervisors~~ may convene and preside over a Shareholders' general meeting on its own.

Article 4954 Shareholders ~~who~~ individually or collectively holding more than 10% of the shares of the Company ~~shall have the right~~ who to request the Board to convene an extraordinary general meeting, ~~and~~ shall submit such request in writing to the Board. The Board shall in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback on whether or not to convene the extraordinary general meeting within 10 days after receiving the request.

Where the Board agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days after the resolution of the Board is made, and changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

Where the Board does not agree to convene an extraordinary general meeting, or fails to give feedback within 10 days after receiving the request, shareholders ~~who~~ individually or collectively holding more than 10% of the Company's shares ~~shall have the right to~~ who propose to the Audit Committee ~~Board of Supervisors~~ to hold an extraordinary general meeting, ~~and~~ shall make a written request to the Audit Committee ~~Board of Supervisors~~.

Where the Audit Committee ~~Board of Supervisors~~ agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days of receiving the request, and any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

Where the Audit Committee ~~Board of Supervisors~~ fails to issue a notice of the general meeting within the prescribed time limit, it shall be deemed that the Audit Committee ~~Board of Supervisors~~ has not convened and presided over the general meeting, and shareholders who individually or collectively hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over it on their own.

Article 5055 Where the Audit Committee ~~Board of Supervisors~~ or shareholders decide to convene a Shareholders' general meeting by themselves, they shall notify the Board in writing and file with the stock exchanges ~~submit the relevant supporting materials with the relevant branch office of the CSRC where the Company locates and the SZSE~~ at the same time.

The Audit Committee or the convener of the general meeting shall submit the relevant supporting documents to the SZSE stock exchange when issuing the notice of the general meeting and the announcement of the general meeting resolutions.

Prior to the announcement of the resolution of the Shareholders' general meeting, the shareholding ratio of the convening shareholders shall not be less than 10%.

The Audit Committee ~~Board of Supervisors~~ or the convening shareholders shall submit relevant supporting materials to the relevant branch office of the CSRC where the Company locates and the SZSE when issuing the notice of the general meeting and the announcement of the resolutions of the Shareholders' general meeting.

~~For the purpose of calculating the shareholding percentage as referred to in Article 49 of these Articles of Association and in this Article, only ordinary shares and preference shares with restored voting rights shall be taken into account.~~

Article 5156 If the Audit Committee ~~Board of Supervisors~~ or any shareholder(s) convenes a Shareholders' general meeting by itself/themselves, the Board and the Secretary of the Board shall give cooperation and the Board shall provide the register of shareholders as of the date of record.

Article 5257 The expenses necessary for the Shareholders' general meeting convened by the Audit Committee ~~Board of Supervisors~~ or the shareholders themselves shall be borne by the Company.

Section 45 Proposals and Notices in Respect of Shareholders' General Meeting

Article 5358 A proposal ~~at the Shareholders' general meeting~~ shall fall within the scope of powers of the Shareholders' general meeting, with topics for discussion and specific resolutions, and comply with the relevant laws, administrative regulations, and the provisions of these Articles of Association.

Article 5459 Where the Company convenes a Shareholders' general meeting, the Board, the Audit Committee ~~Board of Supervisors~~ and Shareholders who individually or jointly hold more than 31% of the shares of the Company shall have the right to put forward proposals to the Company.

Shareholders who individually or collectively hold more than 31% of the shares of the Company may submit an interim proposal in writing to the convener 10 days prior to the convening of the Shareholders' general meeting. The convener shall issue a supplementary notice of the Shareholders' general meeting within 2 days after receiving the proposal, and announce the contents of the interim proposal, as well as submit the interim proposals to the Shareholders' general meeting for consideration, unless the interim proposals violate the laws, administrative regulations or provisions of the Articles of Association, or do not fall within the scope of the functions and powers of the Shareholders' general meeting. If the Shareholders' general meeting is to be postponed for the

publication of the supplementary notice of the Shareholders' general meeting in accordance with the provisions in the securities regulatory rules of the place where the Company's shares are listed, the convening of the Shareholders' general meeting shall be postponed in accordance with such provisions.

Except for circumstances provided in the above paragraph, the convener, after issuing the announcement regarding the notice of the Shareholders' general meeting, shall neither modify the proposals stated in the notice of Shareholders' general meetings nor add new proposals.

The Shareholders' general meeting shall not vote for or pass a resolution on any proposal not stated in the notice of Shareholders' general meeting or not complying with the provisions of ~~Article 53~~ hereof.

~~For the purpose of calculating the shareholding percentage referred to in this Article, only ordinary shares and preference shares with restored voting rights shall be taken into account.~~

Article 5560 The convener shall notify all shareholders in writing (including by way of announcement) 21 days prior to the convening of the annual general meeting, and each shareholder shall be notified in writing (including by way of announcement) 15 days prior to the convening of the extraordinary general meeting.

When calculating the period for issuing the announcement, the date of the meeting shall be excluded.

Article 5561 The notice of a Shareholders' general meeting includes the following:

- (i) The time, place and duration of the meeting;
- (ii) The matters and proposals to be discussed at the meeting;
- (iii) In plain language: all Shareholders have the right to attend the general meeting of shareholders, and may entrust a proxy in writing to attend the meeting and vote. Such a proxy does not need to be a shareholder of the Company;
- (iv) The shareholding registration date of the Shareholders entitled to attend the general meeting;
- (v) Name and telephone number of the permanent contact person for conference affairs;
- (vi) Timing and procedures of voting by internet ~~and~~ or otherwise.

The notice and supplemental notice of the general meeting shall fully and completely disclose the full details of all proposals.

The commencement time for online or other means of voting at the general meeting shall not be earlier than 3:00 p.m. on the day before the on-site general meeting and shall not be later than 9:30 a.m. on the day of the on-site general meeting. The end time for voting shall not be earlier than 3:00 p.m. on the day the on-site general meeting concludes.

~~(vi)~~ The interval between the shareholding record date and the meeting date shall not exceed seven business days. Once the record date is confirmed, it shall not be changed.

Article 5762 If the election of any Director(s) ~~or Supervisor(s)~~ will be discussed at a Shareholders' general meeting, the notice of the Shareholders' general meeting shall specify the particulars of each Director ~~or Supervisor~~ candidate, which shall at least include:

- (i) educational background, work experience, concurrent posts and other personal information;
- (ii) whether such candidate is affiliated with the Company or the controlling shareholder and de facto controllers of the Company;
- (iii) the number of shares held in the Company;
- (iv) whether such candidate has been subject to any penalty imposed by the CSRC or other relevant authorities or any punishment imposed by any stock exchange;.

~~(v) other contents required by the CSRC or SZSE and stock exchange of the place where the Company's shares are listed.~~

Except where the Director ~~and Supervisor~~ will be elected through the cumulative voting system, each Director ~~or Supervisor~~ candidate shall be nominated by a separate proposal.

Article 5863 After the notice of a Shareholders' general meeting has been issued, the Shareholders' general meeting shall not be adjourned or canceled without justifiable reason, and no proposal set forth in the notice of the Shareholders' general meeting shall be canceled. If the meeting needs to be adjourned or canceled, the convener shall publish an announcement and explain the reason at least two (2) working days prior to the originally scheduled date of the meeting. ~~Where the Board or the Board of Supervisors serves as the convener, they shall hold a meeting to deliberate on the cancellation of the Shareholders' general meeting.~~ Where the securities regulatory rules of the place where the Company's shares are listed contain special provisions for procedures regarding the postponement or cancellation of a Shareholders' general meeting, such provisions shall be followed, provided that they do not violate domestic regulatory requirements.

Section 56 Convening of Shareholders' General Meeting

Article 5964 The Board and other conveners of the Company shall take necessary measures to guarantee the normal order of each Shareholders' general meeting and prevent any person from interfering with or inciting public disorder at any Shareholders' general meeting or otherwise infringing on the legitimate rights and interests of the shareholders, and promptly refer any such act to the competent authorities for investigation and punishment.

Article 6065 All shareholders registered on the date of record or their proxies shall be entitled to attend Shareholders' general meetings, and to ~~speak and~~ exercise their voting rights ~~at the Shareholders' general meeting~~ pursuant to the relevant laws and regulations and the Articles of Association (unless individual shareholders are required to waive their voting rights on certain matters under the securities regulatory rules of the places where the Company's shares are listed).

A shareholder may attend and vote at the Shareholders' general meeting in person or by one or more proxies. ~~A proxy does not need to be a shareholder of the Company.~~

Article 6166 Individual shareholders attending the meeting in person shall present their personal identity cards or other valid certificates or documents ~~or stock account card~~ that can indicate their identity. Proxies attending the meeting shall present their personal identity cards and the proxy statements from the shareholder.

Corporate shareholders shall be represented by its legal representative or proxies authorized by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove its identity as the legal representative. Proxies ~~authorized to~~ attend the meeting shall present their personal identity cards or the written proxy statement legally issued by the legal representative of the legal person shareholder (except for shareholders who are recognized clearing houses as defined by the relevant regulations in force from time to time under the Hong Kong laws or the securities regulatory rules of the places where the Company's shares are listed ~~(the "Recognized Clearing Houses")~~ and their nominees).

~~If a shareholder is a Recognized Clearing House as defined by the relevant regulations in force from time to time under the Hong Kong laws or its nominee, such shareholder may authorize one or more persons as it thinks fit to act as its proxy or representative at any Shareholders' general meeting or class meeting. However, if more than two proxies are appointed, the proxy form or power of attorney shall specify the number and class of shares represented by each of such proxies so authorized. Such proxies so authorized are entitled to exercise the rights on behalf of the Recognized Clearing House or its nominees (without presenting a shareholding certificate, notarized authorization and/or further evidence confirming its due authorization), as if they were the individual shareholders of the Company.~~

Article 6267 The power of attorney issued by a shareholder to appoint other persons to attend a Shareholders' general meeting shall specify the following:

(i) ~~name of the proxy~~ name or title of the appointor, and the class and number of shares held in the Company;

(ii) ~~whether the proxy has the voting right~~ name or title of the proxy;

(iii) specific instructions from the shareholder, including instructions on voting for or against or abstaining from voting on each matter listed on the agenda of the meeting;

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

(v) signature or seal of the appointer. If the appointer is a corporate shareholder, the common seal of the legal entity shall be affixed.

~~**Article 63** The power of attorney shall specify whether or not his/her proxy may vote at his/her discretion in the absence of instructions from the shareholders.~~

Article 6468 Where the proxy form is signed by a person authorized by the appointer, the written power of attorney or other authorization documents authorizing such person to sign the same shall be notarized. The notarized power of attorney or other authorization documents and the proxy

form shall be kept at the domicile of the Company or other location designated in the notice convening the meeting before the meeting at which the proxy form is put to vote is convened or before the designated voting time.

Where the appointer is a legal person, its legal representative or the person authorized by the Board or other governing bodies may attend the Shareholders' general meeting of the Company as a representative of such appointer.

If the shareholder is a Recognized Clearing House (or its nominee), such shareholder may authorize one or more persons it thinks fit to act as its proxy at any Shareholders' general meeting or creditors' meeting. However, if more than one person is appointed as proxies, the proxy form shall clearly state the number and class of shares represented by each of such proxies so authorized. The proxy forms shall be signed by the person authorized by the Recognized Clearing House. The proxies so authorized are entitled to exercise the rights on behalf of the Recognized Clearing House or its nominees (without presenting a shareholding certificate, notarized authorization and/or further evidence confirming its due authorization), and shall be entitled to the legal rights equivalent to those of the other shareholders, including the right to speak and vote, as if they were individual shareholders of the Company.

Article 6569 The Company shall prepare a register of attendance of any Shareholders' general meeting, which shall contain the following information of each attendee: name of the attendee (or name of entity represented by him/her), his/her identity card number and address of domicile, number of voting shares held or represented by him/her and name of shareholder represented by him/her (or name of such shareholder's entity).

Article 6670 The convener and the counsels appointed by the Company shall jointly verify the legality of the capacity of shareholders based on the register of shareholders as provided by the securities registration and clearing institution, and register the name of and number of voting shares held by each shareholder. Such registration shall be completed before the chairperson of the meeting declares the number of shareholders attending the meeting in person or by proxy and the total number of voting shares held by them.

Article 6771 ~~All Directors, Supervisors and the Secretary of the Board shall attend, and the general manager and other senior management shall appear as observers at each Shareholders' general meeting~~ If the Shareholders' general meeting requires Directors and senior management to attend the meeting, such Directors and senior management shall attend and be available to answer Shareholders' questions..

Article 6872 A Shareholders' general meeting shall be presided over by the Chairman. If the Chairman is unable or fails to perform his/her duties, the vice chairman (if the Company has two or more than two vice chairmen, the one jointly elected by more than half of the Directors shall perform such duties) shall preside over the meeting. In the event that even the vice chairman is unable to or fails to fulfill the duty thereof, the majority of the Directors shall jointly elect a Director to preside over the meeting.

A Shareholders' general meeting convened by the Audit Committee ~~Board of Supervisors~~ shall be presided over by the convener of the Audit Committee ~~chairman of the Board of Supervisors~~, or if the convener of the Audit Committee ~~chairman of the Board of Supervisors~~ is unable or fails to perform his/her duties, by one member of the Audit Committee ~~Supervisor~~ chosen by more than half of members of the Audit Committee ~~the Supervisors~~.

A Shareholders' general meeting convened by any shareholder(s) shall be presided over by the convener or a representative appointed by the convener.

When convening a Shareholders' general meeting, if the chairperson of the meeting violates the rules of procedure as a result of which the meeting is unable to proceed, with the consent of a majority of the attending shareholders with voting rights ~~present at the meeting~~, the Shareholders' general meeting may appoint one person as the chairperson to continue the meeting.

Article 6973 The Company shall establish rules of procedure for the Shareholders' general meeting, specifying the procedures for convening, holding and voting at the Shareholders' general meeting, including, among others, notice, registration, deliberation of proposals, casting of votes, counting of votes, declaration of voting results, adoption of resolutions, meeting minutes and execution thereof, announcement, and principle of delegating powers to the Board by the Shareholders' general meeting, of which powers shall be clear and specific. The rules of procedure for the Shareholders' general meeting shall be prepared by the Board and approved by the Shareholders' general meeting, and constitute an exhibit to these Articles of Association.

Article 7074 At an annual general meeting, the Board ~~and the Board of Supervisors~~ shall report their respective work in the preceding year to the Shareholders' general meeting, and each Independent Director shall deliver a work report.

Article 7175 The Directors, ~~Supervisors~~ and senior management shall provide explanations in respect of the inquiries and suggestions made by the shareholders at any Shareholders' general meeting.

Article 7276 The chairperson of a Shareholders' general meeting shall, before the commencement of a vote, declare the number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, subject to the register of attendance of the meeting.

Article 7377 The Secretary of the Board shall be responsible for preparing minutes of each Shareholders' general meeting, which shall contain, among others:

- (i) time, place and agenda and name of convener of the meeting;
- (ii) names of the chairperson, Directors, ~~Supervisors, the general manager and other~~ senior management that are attendees ~~or observers~~ at the meeting;
- (iii) number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, and proportion of total shares of the Company represented by such shares; and the number of voting shares held by shareholders of domestic shares and shareholders of domestic-listed foreign shares attending the Shareholders' general meeting, and proportion of total shares of the Company represented by such shares;

(iv) course of deliberation of, key points of the opinions expressed and result of voting on each proposal; and the voting breakdown of shareholders of domestic shares and shareholders of domestic-listed foreign shares for each resolution;

(v) inquiries and suggestions made by the shareholders and replies or explanations in connection therewith;

(vi) names of the counsels, teller(s) and scrutineer(s);

(vii) other information required by these Articles of Association to be contained in the minutes.

Article 7478 The convener of a Shareholders' general meeting shall ensure the information contained in the minutes of the meeting is true, accurate and complete. The minutes of the meeting shall be signed by the Directors, ~~Supervisors~~, the Secretary of the Board, the convener or his/ her proxy present at the meeting and the chairperson, and be kept together with the register of attendance of the shareholders present, the powers of attorney and valid information on results of voting online or by other means in respect of the meeting for a period of ten (10) years.

Article 7579 The convener of a Shareholders' general meeting shall ensure the meeting proceeds continuously, until the final resolutions have been adopted, and if the meeting is discontinued or fails to adopt any resolution due to any force majeure or other special reasons, necessary measures shall be taken to resume the meeting as soon as practicable or directly terminate the meeting, and announcements shall be made in a timely manner. Meanwhile, the convener shall report to the authorities delegated by the CSRC in the place where the Company is located and the stock exchange.

Section 67 Voting at and Resolutions of Shareholders' General Meeting

Article 7680 The resolutions of the Shareholders' meeting divided into ordinary resolutions and special resolutions.

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

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

Article 7781 The following matters shall be approved by the Shareholders' general meeting through ordinary resolutions:

- (i) Work report of the Board ~~and the Board of Supervisors~~;
- (ii) Plans of earnings distribution and loss make-up schemes drafted by the Board;
- (iii) Appointment or dismissal of the members of the Board ~~and the Board of Supervisors~~, and their payment and payment methods;
- (iv) ~~Annual budgets plan and final accounts plan of the Company;~~

~~(v) Annual report of the Company;~~

~~(vi)~~(iv) Other matters other than those approved by special resolution stipulated in the laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, or the Articles of Association.

Article 7882 The following matters shall be approved by special resolution at the Shareholders' general meeting:

(i) The increase or reduction of the registered capital of the Company;

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

(iii) Amendments to the Articles of Association;

(iv) Purchase or sale of significant assets within a year or the amount of guarantee provided to others ~~any guarantee amount~~ which exceeds 30% of the Company's audited total assets for the latest period;

(v) Share option incentive plan;

(vi) Spin-off of the subsidiary for listing;

(vii) Issuance of shares, convertible corporate bonds or other category of securities recognize by the CSRC;

(viii) Repurchase of Shares for Purpose of Reduction of Registered Capital;

(ix) Significant asset reorganization;

(x) A resolution of the Shareholders' general meeting of the Company to voluntarily withdraw the listing of its shares from trading on the SZSE and/or Hong Kong Stock Exchange, and to decide not to trade on the Exchange or to apply for trading or transfer of its shares to other trading venues;

(xi) Other matters as required by the laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, and the Articles of Association, and matters approved by ordinary resolution of the Shareholders' general meeting which are believed could materially affect our Company and need to be approved by special resolution.

Article 7983 Shareholders ~~(including proxies)~~ shall exercise voting rights based on the number of shares with voting rights as represented by them, and each share shall be entitled to one vote. On a poll taken at a meeting, a shareholder (including proxy) entitled to two or above votes need not cast all his/her votes for, against or abstention in the same way.

Where material issues affecting the interests of minority shareholders are considered at the Shareholders' general meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.

The shares of the Company held by the Company shall have no voting right, and shall not be included in the total number of shares with voting rights of shareholders present at the Shareholders' general meeting.

If a shareholder purchases shares with voting rights of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised and shall not be counted towards the total number of shares with voting rights present at the Shareholders' general meeting for thirty- six months after the purchase.

If any shareholder is required to abstain from voting on any particular resolution or is restricted to voting only for (or only against) any resolution under applicable laws and regulations and the Hong Kong Listing Rules, any vote cast by such shareholder (or his/her proxy) in contravention of such requirement or restriction shall not be counted towards the total number of shares with voting rights.

The Board of the Company, independent Directors, shareholders holding more than one per cent of the shares with voting rights, or investor protection agencies established in accordance with laws, administrative regulations or the requirements by the CSRC may publicly solicit voting rights from shareholders. The solicitation of voting rights from shareholders shall fully disclose to the solicited parties the information such as the specific voting intentions.

Provision of compensation or in a disguised form of compensation is prohibited in soliciting shareholders' voting rights. Except for statutory conditions, the Company shall not impose any minimum shareholding restrictions on the solicitation of voting rights.

Article 8084 A shareholder interested in any related-party transaction deliberated at a shareholders' general meeting shall abstain from voting on such matter, the voting shares held by such shareholder shall not be counted in the valid total voting shares, and the announcement regarding the resolutions of the shareholders' general meeting shall fully disclose the votes by the non-interested shareholders.

~~**Article 81**~~ When the shareholders' general meeting proceeds to deliberate such related- party transaction, the interested shareholder shall take the initiative to declare the nature of his/ her interest and abstain from voting; and if he/she fails to do so, other shareholders may request him/her to declare the same and abstain from voting. The convener shall investigate whether such shareholder is an interested shareholder and whether such shareholder should abstain from voting according to the relevant regulations.

An interested shareholder who should abstain from voting may participate in the discussion about such transaction, and provide explanations about the reason for entry into such transaction, particulars of such transaction, and fairness and legality of such transaction at the shareholders' general meeting.

After the end of the shareholders' general meeting, if any shareholder discovers that any interested shareholder participated in the vote on any related-party transaction, or has an objection over the application of the abstention principle, such shareholder shall have the right to bring an action in respect of the relevant resolutions at the people's court in accordance with the provisions of these Articles.

Article 8285 Unless the Company faces a crisis or falls into other special situations, without the approval of a special resolution by the shareholders' general meeting, the Company shall not enter into any contract with any person other than the Directors, ~~general manager and other~~ senior management of the Company, pursuant to which, the Company will delegate the management of all or any important business of the Company to such person.

Article 863 The list of candidates for directors who are not employee representatives ~~and supervisors~~ shall be submitted to the Shareholders' general meeting for voting by proposals. Except where the Director ~~and Supervisor~~ will be elected through the cumulative voting system, each Director ~~or Supervisor~~ candidate shall be nominated by a separate proposal. The Board shall publicly disclose the respective resumes and particulars of Director ~~and Supervisor~~ candidates to the shareholders.

Method and procedure of nomination of Directors ~~and Supervisors~~:

(i) the Board and the shareholder(s) individually or collectively holding ~~three~~ one percent (~~31~~%) or more of the shares in the Company shall have the right to nominate Non-independent Director candidates, and after soliciting the opinions of such nominees and examining their qualifications, the Board shall submit a proposal to the Shareholders' general meeting.

~~(ii) the Board of Supervisors and the shareholder(s) individually or collectively holding three percent (3%) or more of the shares in the Company shall have the right to nominate shareholders' representatives as Supervisor candidates, and after soliciting the opinions of such nominees and examining their qualifications, the Board of Supervisors shall submit a proposal to the Shareholders' general meeting.~~

~~(iii)~~(ii) The method and procedure for nominating independent Directors shall comply with relevant provisions of laws, administrative regulations and departmental rules.

When electing Directors ~~and Supervisors~~ at a Shareholders' general meeting, the cumulative voting system may be adopted pursuant to these Articles or the relevant resolutions of the Shareholders' general meeting. That is, when Shareholders' general meeting electing directors ~~or supervisors~~ at a Shareholders' general meeting, each share shall be entitled to such number of votes that is equal to the number of Directors ~~or Supervisors~~ to be elected, and a shareholder may allocate all of his/her votes to a single candidate. When a single shareholder together with its parties acting in concert controls 30% interests of the Company or more, or when two or more directors ~~or supervisors~~ are to be elected, the cumulative voting system shall be adopted.

Specific processes of cumulative voting system are as follows:

(i) the election of and votes on the Independent Directors and; Non-independent Directors ~~and Supervisors~~ shall be conducted separately.

(ii) in the election of the Independent Directors, each shareholder shall be entitled to such number of votes that is equal to the number of shares held by him/her multiplied by the number of available positions of the Independent Directors; such votes may only be allocated to the Independent Director candidates, and the candidates with the most votes will be elected;

(iii) in the election of the Non-independent Directors ~~and the Supervisors~~, each shareholder shall be entitled to such number of votes that is equal to the number of shares held by him/ her multiplied by the number of available positions of the Non-independent Directors ~~and the Supervisors~~; such votes may only be allocated to the Non-independent Director ~~and the Supervisor~~ candidates, and the candidates with the most votes will be elected.

(iv) if the number of candidates exceeds the number specified herein, the number of the Independent Directors ~~and~~ Non-independent Directors ~~and Supervisors~~ elected by each shareholder shall not exceed the respective number of the Independent Directors ~~and~~ Non-independent Directors ~~and Supervisors~~ specified herein, and the total number of votes cast by him/her shall not exceed the number of votes that he/she is entitled to. Otherwise, the votes cast by such shareholder shall be invalid.

(v) the scrutineer(s) and teller(s) at the Shareholders' general meeting shall carefully examine the compliance with the foregoing provisions, to ensure the fairness and validity of the cumulative voting.

Article 8487 Except for the cumulative voting system, votes on proposals shall be taken one by one at a shareholders' general meeting, and if there are different proposals regarding the same matter, vote on such proposals shall be taken in order of time of submission thereof. Unless the shareholders' general meeting is discontinued or fails to adopt any resolution due to any force majeure or other special reasons, the shareholders' general meeting shall not put on hold or refrain from voting on any proposal.

Article 8588 No proposal deliberated at a shareholders' general meeting shall be amended; if any amendment is made, it ~~otherwise, the relevant amendment~~ shall be deemed a new proposal, which shall not be voted on at the same meeting.

Article 8689 The same vote may only be cast once on site, online or by other means, provided that if the same vote is cast more than once, only the first vote will be deemed valid.

Article 8790 Votes at a shareholders' general meeting shall be cast in a registered manner.

Article 8891 Before voting on any proposal, a shareholders' general meeting shall choose two shareholders' representatives to participate in the votes counting or scrutinizing, provided that no such shareholders' representative shall be a shareholder who is interested in the subject matter of such proposal or his/her proxy.

When voting on any proposal at a Shareholders' general meeting, the counsels (if applicable) ~~and~~ shareholders' representatives ~~and supervisors' representatives~~ shall jointly count and scrutinize the votes cast on such proposal. The voting results shall be declared at the meeting and recorded in the minutes of the meeting.

The shareholders, who cast votes online or by other means, whether in person or by proxy, shall have the right to check their voting results through the relevant voting system.

Article 8992 The on-site voting at a Shareholders' general meeting shall not end before voting online or by other means. The chairperson shall declare the voting and result thereof on each proposal, and whether such proposal has been adopted accordingly.

Before the formal declaration of the result of any voting, the Company, teller(s), scrutineer(s), substantial shareholders, network service providers and other persons involved in voting on site, online or by other means at the Shareholders' general meeting shall have the obligation to keep confidential the information related to the voting.

Article 9093 A shareholder attending any Shareholders' general meeting shall vote for or against or abstain from voting on each proposal submitted to the meeting for voting, except the securities registration and clearing institution, as a nominee holder under the Mainland-Hong Kong Stock Connect Scheme, may make declarations according to the intentions of the actual holders.

In the event of any vote that is uncompleted, erroneously completed or illegible, or fails to be cast, the shareholder casting or failing to cast the same shall be deemed to have waived his/ her voting right, and the voting results of the shares held by him/her shall counted as "abstaining from voting".

In case of different proposals for the same matter, the shareholder or his/her proxy shall not vote in favor of the different proposals for the same matter simultaneously at a shareholders' general meeting.

Article 9494 If the chairperson of the Shareholders' general meeting has any doubt about the result of voting on any resolution submitted for voting, the chairperson may request the votes cast to be counted. If the chairperson does not request the votes to be counted, any shareholder attending the meeting in person or by proxy shall have the right to request the votes to be counted immediately after the result of voting is declared if such shareholder objects to the result of voting declared by the chairperson, in which case, the chairperson shall immediately have the votes counted.

Article 9295 Resolutions passed at a shareholders' general meeting shall be announced promptly. The announcement shall set out the number of the shareholders and their proxies present at the meeting(s), the total number of voting shares represented by them and the proportion of the total number of the Company's voting shares, the voting method, the voting result of each proposal and the details of each resolution passed.

The Company shall separately tally and announce the attendance and voting results of both shareholders of domestic shares and shareholders of foreign shares at the meeting.

Article 9396 The resolutions of a shareholders' general meeting shall specifically indicate any proposal that fails to be adopted at the meeting or any amendment to any resolution of the previous shareholders' general meeting in the corresponding announcement.

Article 9497 If a shareholders' general meeting adopts any resolution on the appointment of Directors ~~and Supervisors~~, the term of office of the newly appointed Directors ~~and Supervisors~~ shall commence from the date of adoption of the relevant resolution at the shareholders' general meeting.

Article 9598 Where a resolution on the distribution of cash or stock dividends or capitalization of capital reserve is adopted at a Shareholders' general meeting, the Company shall implement the specific plan within two (2) months after the end of the Shareholders' general meeting. If the specific plan cannot be implemented within two (2) months due to the requirements of the laws and regulations

and the securities regulatory rules of the place where the Company's shares are listed, the implementation date of the specific plan may be adjusted accordingly in accordance with such requirements and the actual situation.

CHAPTER V DIRECTORS AND THE BOARD

Section 1 General Provisions for Directors

Article 9699 Directors of the Company may include executive directors, non-executive directors and independent directors (namely independent non-executive directors). Non-executive director refers to the director who does not hold any operational management position in the Company, and independent director refers to the person who complies with the requirements set out in the Section 3 of this Chapter hereof ~~of Article 105 of the Articles of Association~~. Each Director of the Company shall be a natural person. No Director of the Company shall be a person who:

(i) does not have capacity or only has limited capacity for civil conduct;

(ii) has been subject to any criminal penalty due to graft, bribery, embezzlement of property, misappropriation of property or disruption of the order of socialist market economy or been deprived of his/her political rights for committing a crime, and has completed his/her sentence not more than five (5) years, or has been declared on probation, where less than two (2) years have elapsed since the date of the completion of the probation period;

(iii) has been the director, factory manager or manager of any company or enterprise that went bankrupt and was liquidated not more than three (3) years, and is personally liable for the bankruptcy of such company or enterprise;

(iv) has been the legal representative of any company or enterprise that had its business license revoked and was ordered to be closed down due to violation of law and is personally liable for such violation, where less not more than three (3) years have elapsed since the date of the revocation of business license or the order for closure of such company or enterprise, and is personally liable for such violation;

(v) has been listed as a dishonest person subject to enforcement by the People's Court due to owes a large amount of debts due and unpaid;

(vi) has been and is still being banned by the CSRC from entering the stock market;

(vii) was publicly identified by a stock exchange as inappropriate to act as a director or senior management member of listed company, where the designated period has not yet expired;

~~(viii) was publicly condemned or informed criticism for more than three times by any stock exchange within the last three years;~~

~~(ix) was investigated by the judicial authorities for suspected crimes or being investigated by the CSRC for suspected non-compliance, with no clear conclusive opinion for the time being;~~

~~(*)~~(viii) is otherwise disqualified to serve as a Director of the Company pursuant to the applicable laws, administrative regulations, department rules or the listing rules of the place where the shares of the Company are listed.

The election, appointment or engagement of any Director in violation of the provisions of this Article shall be invalid and void. Any Director who becomes disqualified during his/her term of office pursuant to this Article shall be removed from office by the Company, and his/her duties shall thereupon cease.

Article 97100 Directors shall be elected or replaced at the Shareholders' general meeting and may be removed at the Shareholders' general meeting prior to the expiration of their term of office. Directors' term of office shall be three years and they are eligible for re-election upon expiration of their term of office pursuant to the securities regulatory rules of the place where the shares of the Company are listed.

The term of office of the Directors shall be counted from the date of appointment until the expiration of the term of the current Board. When the Directors' term expires and re-election is not held in time, the original Directors shall still perform their duties as Directors in accordance with laws, administrative regulations, departmental rules and these Articles of Association before the re-elected Directors take office.

The Board of the Company shall ~~not have one any~~ employee representative Director. The employee director shall be democratically elected and removed by the employees of the Company through the staff and workers' congress, employees' general meeting, or other means, being submitted to the Shareholders' general meeting for consideration. The senior management may serve as Director(s) concurrently, provided that the total number of Directors who are the senior management concurrently shall not exceed one half (1/2) of the total number of Directors of the Company.

Article 98101 The directors shall abide by laws, administrative regulations and the provisions of the Articles of Association, and bear the following fiduciary obligations towards the Company. They shall take measures to avoid conflict of interest between themselves and the Company and shall not seek any improper benefits by abusing their powers.

Directors shall bear the following fiduciary obligations towards the Company:

(i) Shall ~~not abuse their authority to accept bribes or other illegal income and shall not misappropriate the properties of the Company or misappropriate company funds;~~

~~(ii) Shall not misappropriate company funds;~~

~~(iii)~~(ii) Shall not deposit any of the Company's ~~assets or~~ capital in an account opened in their own names or in others' names;

(iii) Shall not abuse their authority to bribe or accept other illegal income;

~~(iv) Shall not, in violation of the Articles of Association, loan Company's funds or corporate assets to any other person or provide guarantees to any other person without the approval of the Shareholders' general meeting or the Board;~~

~~(v)(iv)~~ Shall not directly or indirectly conclude any contract or engage in any transaction with the Company without reporting to the Board or the Shareholders' general meeting, and approved by a resolution of the Board or the Shareholders' general meeting in accordance with these Articles of Association ~~either in violation of the Articles of Association or without the approval of the Shareholders' general meeting;~~

(v) Shall not use the advantages provided by their own positions to pursue business opportunities that properly belong to the Company, except under the circumstance where he/she has reported to the Board or the Shareholders' general meeting and obtain approval by resolution from the Shareholders' general meeting, or if the Company cannot utilize such business opportunities in accordance with laws, administrative regulations, or these Articles of Association;

(vi) ~~to~~ Shall not engage in the same business as the Company either for their own account or for the account of any other person without reporting to the Board or the Shareholders' general meeting and obtaining approval by resolution from ~~the approval of~~ the Shareholders' general meeting;

(vii) Shall not accept commissions paid by others for transactions conducted with the Company as their own;

(viii) Shall not disclose confidential Company's information without authorization;

(ix) Shall not use their connected relationships to damage the Company's interests;

~~(x) To be honest and trustworthy in the performance of duties, to exercise rights in the overall interests of the Company and all shareholders within the scope of his or her authorities, to avoid actual or potential conflicts of interest and duty, and to put the interests of the Company and all shareholders above his or her own interests in the event of conflict of interest;~~

~~(xi)~~(x) Other fiduciary obligations stipulated in laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed, and the Articles of Association.

The income obtained by the director in violation of this article shall belong to the Company; if losses are caused to the Company, it shall be liable for compensation.

The provisions of sub-paragraph (iv) of the second paragraph of this Article shall apply to contracts or transactions entered into with the Company by close relatives of directors and senior management, enterprises directly or indirectly controlled by directors, senior management, or their close relatives, and any of the connected parties who has any other connected relationship with directors and senior management.

Article 99102 Directors shall abide by laws, administrative regulations and the Articles of Association, and have the ~~following~~ diligent obligations to the Company. When performing their duties, they shall, for the best interests of the Company, exercise the reasonable care that shall be generally possessed by a manager.

Directors shall have the following diligent obligations to the Company:

(i) In principle, attend the Board meeting in person, act diligently in a normal and reasonable prudent manner, and express clear opinions on the matters deliberated; where a director is unable to attend a board meeting in person for any reason, he/she shall prudently select and entrust in writing another director to attend the meeting on his/her behalf; an independent director shall not entrust a non-independent director to attend a meeting on his/her behalf;

(ii) Shall prudently, earnestly and diligently exercise the powers the Company grants to them to ensure that the Company conducts its commercial activities in a manner that complies with the requirements of state laws, administrative regulations and state economic policies, and that the Company's commercial activities do not go beyond the scope of the business activities stipulated in the Company's business license;

(iii) Shall treat all Shareholders fairly;

(iv) Shall stay informed about the Company's business operations and management status ~~carefully read various business and financial reports of the Company and reports of the Company in public media, promptly understand and continuously pay attention to the operation and management status of the Company's business as well as material events that have occurred or are likely to occur in the Company and their effects, promptly report to the Board issues existing in the Company's operation activities, and shall not evade responsibility on the grounds of not directly engaging in operation and management, or not knowing it;~~

(v) Shall sign written statements confirming the regular reports of the Company, and ensure that the information disclosed by the Company is true, accurate and complete;

(vi) Shall truthfully provide information and materials to the Audit Committee ~~Board of Supervisors~~ and shall not obstruct the Audit Committee ~~Board of Supervisors or individual Supervisors~~ from performing its or their duties;

(vii) Other obligations of diligence stipulated in the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the shares of the Company are listed, and Articles of Association.

Article ~~100~~103 If any Director fails to attend in person or appoint another Director to attend on his/her behalf two (2) consecutive Board Meetings, such Director shall be deemed to be unable to perform his/her duties and the Board shall propose removal of such director to the shareholders' general meeting.

Article ~~101~~104 A Director may submit his/her resignation to the Company ~~Board~~ in writing prior to the expiration of his/her term of office, and the resignation will be effective on the date the Company receives the resignation report. ~~in which case, the The Board~~ Company shall disclose the relevant information within two (2) trading days. ~~If, as a result of the resignation of a director, the number of members on the Board fall below the minimum number prescribed by the law, the original director shall continue to perform the duties of a director in accordance with laws, administrative regulations, departmental rules, and these Articles of Association until the newly elected director takes office.~~

~~Except as otherwise provided in the following circumstances, the resignation of a Director shall take effect when his/her letter of resignation is delivered to the Board:~~

~~(I) the resignation of a director would result in the members of the Board falling below the statutory minimum number;~~

~~(II) the number of independent directors is less than the one-third of the members of the Board or there is no accounting professional among independent directors as a result of the resignation of independent directors.~~

~~In the aforementioned circumstances, the resignation report of a director shall only take effect after the vacancy resulting from his/her resignation is filled by the next director. Before the resignation report takes effect, the director proposing to resign shall continue to fulfill his/her duties in accordance with relevant laws, regulations and these Articles of Association.~~

Article 102105 Any Director whose resignation has taken effect or term of office has expired shall perform all necessary hand-over procedures with the Board, and continue to be bound by the obligation to keep confidential the trade secrets of the Company until the relevant trade secrets have been made public, and other fiduciary duties to the Company and the shareholders shall remain valid until two (2) years after he/she terminates service with the Company. The duration of other obligations shall be determined on an equitable basis, depending on the length of time between the event and the departure from office and the circumstances and conditions under which the relationship with the Company ends. A director's responsibilities incurred during their tenure for the performance of their duties shall not be discharged or terminated by their departure from office.

Article 106 The Shareholders' general meeting may resolve to remove a director, and the resolution shall take effect from the date it is made.

If a director is removed before the expiry of their term of office without proper cause, the director may demand compensation from the Company.

Article 103107 Without the provisions of the Articles of Association or the lawful authorization of the Board, no Director shall act in his own name on behalf of the Company or the Board. When a Director acts in his/her own name, the Director shall declare his/her position and identity in advance if the third party reasonably believes that the Director is acting on behalf of the Company or the Board.

Article 104108 If a director causes damage to others while performing his/her duties in the Company, the Company shall bear the liability for compensation. If the director acts with intent or gross negligence, they shall also bear liability for compensation.

A Director shall be personally liable for any loss suffered by the Company as a result of a violation by him/her of any laws, administrative regulations, departmental rules or the Articles of Association in the course of performing his/her duties in the Company.

~~Article 105 The independent Directors shall perform their duties in accordance with relevant provisions of the laws, administrative regulations and departmental rules.~~

Section 2 The Board

~~Article 106~~ The Company shall have a Board accountable to the Shareholders' general meeting.

Article 107~~109~~ The Company shall have a Board, comprising ~~The Board consists of~~ eleven Directors, including five ~~of whom are~~ independent Directors, with at least one independent director being an accounting professional, and 1 employee representative director. The Board ~~of the Company~~ shall have one chairman and one vice chairman who shall be elected by a majority vote of all directors of the Board. At all times, one-third or more of the members of the Board shall be independent non-executive directors, and the total number of independent non-executive directors shall be not less than three.

Article 108~~110~~ The Board exercises the following powers:

(i) To convene the Shareholders' general meeting and report on work to the Shareholders' general meeting;

(ii) Implement the resolutions of the Shareholders' general meeting;

(iii) Determine the business and investment plans of our Company;

~~(iv) Devise the annual financial budget and closing account plans of our Company;~~

~~(iv)~~(iv) Devise the earnings distribution and loss offset plans of our Company;

~~(v)~~(v) Formulate the plans for increasing or decreasing our Company's registered capital, the issuance of bonds or other securities, as well as the listing of the stock of our Company;

~~(vi)~~(vi) Formulate plans for major acquisitions of the Company, the buy-back of shares of our Company, corporate merger, separation, dissolution and changing the form of our Company;

~~(vii)~~(vii) Determine such matters as the Company's external investment, purchase or sale of assets, asset pledge, external guarantee, entrusting wealth management, connected transaction and external donation within the scope authorized by the Shareholders' general meeting;

~~(ix)~~(viii) Decide on the setup of our Company's internal management organization;

~~(x)~~(ix) To decide on matters such as appointment or dismissal of the Company's general manager, secretary to the Board and other senior officers and on their compensation and incentives/disincentives; to decide on matters such as appointment or dismissal of the Company's deputy general manager, chief financial officer and senior management and on their compensation and incentives/disincentives based on the nominations by the general manager;

~~(xi)~~(x) Set the basic management systems of our Company;

~~(xii)~~(xi) Make the modification plan to the Articles of Association;

~~(xiii)~~(xii) Manage the disclosure of company information.

~~(xiv)~~(xiii) Request to the Shareholders' general meeting to hire or replace the accounting firm auditing for the Company.

~~(xv)~~(xiv) Attend to the work report of our Company's general manager and review the work of the general manager.

~~(xvi)~~(xv) To determine the acquisition of shares of the Company by the Company in accordance with Article 254 (iii), (v) and (vi) of these Articles of Association, subject to compliance with the provisions of the securities regulatory rules of the place where the shares of the Company are listed;

~~(xvii)~~(xvi) Other powers and duties authorized by the laws, administrative regulations, departmental rules, the Articles of Association ~~and or~~ the Shareholders' general meeting.

~~The Board of the Company shall establish an Audit Committee and other relevant special committees such as strategy, nomination, remuneration and appraisal committees. The special committees shall be responsible to the Board, and perform their duties according to the Articles of Association and the authorization granted by the Board, and the proposals shall be submitted to the Board for consideration and decision. The members of such special committees comprise only Directors. Independent Directors shall account for the majority in each of the Audit Committee, the Nomination Committee and the Remuneration and Appraisal Committee and serve as the chairman of the committee.~~

~~(I) The Strategy Committee shall consist of three Directors, at least one of whom shall be an independent Director. The Strategy Committee shall be mainly responsible for formulating the long-term development strategy of the Company and conducting studies on major decisions and making reasonable recommendations to the Board.~~

~~(II) The Audit Committee shall consist of three Directors, none of whom shall be a Director who is a member of the senior management of the Company. Independent Directors shall constitute a majority of the Audit Committee, and the convener shall be convened an accounting professional among the independent Directors. The Audit Committee shall be responsible for review of the financial information of the Company and the disclosure thereof, as well as supervision and evaluation of internal and external audit and internal control. The following matters shall be tabled at the Board for review and consideration after obtaining the consent of more than half of the members of the Audit Committee:~~

~~1. disclosure of the financial information in financial and accounting reports and regular reports, and the evaluation report on internal control;~~

~~2. appointment or dismissal of an accounting firm which undertakes audit work of the Company;~~

~~3. appointment or dismissal of the person in charge of finance of the Company;~~

~~4. amendment of significant accounting error or change in accounting policy or accounting estimate for reasons other than a change in accounting standards;~~

~~5. any other matters stipulated by laws and regulations, the relevant provisions of the Company and the Articles of Association.~~

~~The Audit Committee shall convene at least one meeting each quarter. An extraordinary meeting may be convened when two or more members or the convener deems necessary. A meeting of the Audit Committee shall be convened only when more than two thirds of the members are present.~~

~~(III) The Nomination Committee shall be responsible for formulating the selection standards and procedures for Directors and senior management personnel, conducting selection and review of candidates for Directors and senior management personnel and their qualifications, and making recommendations to the Board on the following matters:~~

- ~~1. nomination or appointment or dismissal of Directors;~~
- ~~2. appointment or dismissal of senior management personnel;~~
- ~~3. any other matters stipulated by laws, administrative regulations, provisions of the CSRC and the Articles of Association.~~

~~If the opinions of the Nomination Committee are not adopted or not fully adopted by the Board, the opinions of the Nomination Committee and the specific reasons for not adopting shall be recorded in the Board resolutions and disclosed.~~

~~(IV) The Remuneration and Appraisal Committee shall be responsible for formulating the appraisal criteria and conducting appraisal on the Directors and senior management personnel, formulating and reviewing the remuneration policies and plans for the Directors and senior management personnel, and making recommendations to the Board on the following matters:~~

- ~~1. remuneration of the Directors and senior management personnel;~~
- ~~2. establishment or change of equity incentive scheme or employee stock ownership plan, and determination of the conditions for the grant of interests to and the exercise of rights by incentive recipients;~~
- ~~3. arrangement of the shareholding plans for Directors and senior management personnel in the subsidiary to be spun off;~~
- ~~4. any other matters stipulated by laws, administrative regulations, provisions of the CSRC and the Articles of Association.~~

~~If the opinions of the Remuneration and Appraisal Committee are not adopted or not fully adopted by the Board, the opinions of the Remuneration and Appraisal Committee and the specific reasons for not adopting shall be recorded in the Board resolutions and disclosed.~~

Article 109~~111~~ The Board of the Company shall make explanation at the Shareholders' general meeting for the non-standard audit opinions on the financial report of the Company issued by the certified public accountant.

Article ~~140~~112 The Board shall establish its rules of procedure to ensure the implementation of the resolutions of the Shareholders' general meeting, improve its efficiency and make scientific decisions. The rules of procedure of the Board shall be prepared by the Board and approved by the Shareholders' general meeting, and constitute an exhibit to these Articles of Association Shareholders' general meeting.

Article ~~141~~113 The Board shall determine the authority of external investment, acquisition and disposal of assets, asset mortgage, external guarantee matters, entrusted financial management, connected transactions, external donations, and establish strict review and decision-making procedures. Major ~~transaction~~ investment projects shall be reviewed by relevant experts and professionals and reported to the shareholders' meeting for approval.

(i) Subject to the laws, regulations, the listing rules of the place where the shares of the Company are listed, and other requirements under these Articles of Association, major transactions refer to the following types of events that occur outside the daily operating activities of the Company: acquisition or disposal of assets; external investments (including entrusted wealth management and investments in subsidiaries); provision of financial assistance (including entrusted loans); provision of guarantees (including guarantees for controlling subsidiaries); lease or rental of assets; entrusted or contracted asset and business management; donation or receipt of assets; restructuring of claims or debts; transfer or acquisition of research and development projects; execution of licensing agreements; waiver of rights (including waiver of pre-emptive rights, priority for invited capital contribution and other rights); and other transactions as authenticated by the Shenzhen Stock Exchange.

1. Unless otherwise provided in these Articles of Association, the following major transactions shall be submitted to the Shareholders' general meeting for consideration and approval:

(1) the total assets involved in the transaction account for more than 50% of the Company's latest audited total assets. Where the total assets involved in the transaction have both book value and appraised value whatever is higher shall prevail;

(2) the net assets involved in the subject matter of the transaction (e.g., equity interests) account for more than 50% of the Company's latest audited net assets and their absolute amount exceeds RMB50 million. Where the net assets involved in the transaction have both book value and appraised value whatever is higher shall prevail;

(3) the revenue related to the subject of the transaction (e.g., equity interest) for the latest accounting year accounts for more than 50% of the Company's audited revenue for the latest accounting year, with an absolute amount exceeding RMB50 million;

(4) the net profit related to the subject of the transaction (e.g., equity interest) for the latest accounting year accounts for more than 50% of the Company's audited net profit for the latest accounting year, with an absolute amount exceeding RMB5 million;

(5) the transaction amount of the transaction (including the debt and expenses) accounts for more than 50% of the Company's latest audited net assets, with an absolute amount exceeding RMB50 million;

(6) the profit derived from the transaction accounts for more than 50% of the Company's audited net profit for the latest accounting year, with an absolute amount exceeding RMB5 million.

Transactions that fall within any of the following circumstances could be exempted from the submission to the Shareholders' general meeting for consideration and approval in accordance with the foregoing provisions, but shall be subject to disclosure obligations in accordance with relevant requirements: (i) the transactions of the Company without involving any payment of consideration or attachment of any obligations, such as taking of cash assets, debt relief, etc.; (ii) the transactions of the Company that meet the criteria (4) or (6) of this Article only, and the absolute value of the Company's revenue per share for the latest accounting year is less than RMB0.05.

2. In addition to the aforementioned major transactions requiring consideration by the Shareholders' general meeting, the Shareholders' general meeting grants the Board the authority to approve the following:

(1) the total assets involved in the transaction account for more than 10% of the Company's latest audited total assets. Where the total assets involved in the transaction have both book value and appraised value whatever is higher shall prevail;

(2) the net assets involved in the subject matter of the transaction (e.g., equity interests) account for more than 10% of the Company's latest audited net assets and their absolute amount exceeds RMB10 million. Where the net assets involved in the transaction have both book value and appraised value whatever is higher shall prevail;

(3) the revenue related to the subject of the transaction (e.g., equity interest) for the latest accounting year accounts for more than 10% of the Company's audited revenue for the latest accounting year, with an absolute amount exceeding RMB10 million;

(4) the net profit related to the subject of the transaction (e.g., equity interest) for the latest accounting year accounts for more than 10% of the Company's audited net profit for the latest accounting year, with an absolute amount exceeding RMB1 million;

(5) the transaction amount of the transaction (including the debt and expenses) accounts for more than 10% of the Company's latest audited net assets, with an absolute amount exceeding RMB10 million;

(6) the profit derived from the transaction accounts for more than 10% of the Company's audited net profit for the latest accounting year, with an absolute amount exceeding RMB1 million.

Where the relevant data in the above indicators is negative, the absolute value shall be used for calculation.

Where the subject of the transaction is equity interest, and the purchase or disposal of such equity interest results in a change to the scope of the Company's consolidated financial statements, the total assets and revenue of the target company to which such equity interest relates shall be deemed the total assets involved in the transaction and the revenue attributable to the transaction, respectively.

With regard to the same transactions of the Company on the transaction subject within 12 months, the principle of aggregate calculation shall apply to the provisions of this Article. If relevant obligations are completed in accordance with this Article, the transactions will not be included in the calculation of the total amount.

(ii) The provision of financial assistance by the Company shall not only be considered and approved by more than half of all the Directors, but also shall be considered and approved by way of resolution by at least two-thirds of the Directors present at the meeting of the Board, and shall be disclosed in a timely manner. The financial assistance provided by the Company shall be submitted to the Shareholders' general meeting for consideration after consideration and approval by the Board if it falls under any of the following circumstances:

1. the amount of a single financial assistance exceeds 10% of the Company's latest audited net assets;
2. the asset-liability ratio of the recipient of financial assistance exceeds 70% according to data from the latest financial statement;
3. the aggregated amount of financial assistance provided in the latest 12 months exceed 10% of the Company's latest audited net assets;
4. other circumstances as prescribed by the stock exchange or the Articles of Association.

Where the recipient of financial assistance is a controlled subsidiary within the Company's consolidated financial statements in which the Company holds more than 50% of the equity interest, and where the other shareholders of such controlled subsidiary do not include the Company's controlling shareholder, de facto controller or their related parties, the provisions under the preceding two paragraphs may be exempted.

(iii) The provision of guarantees by the Company shall not only be considered and approved by more than half of all the Directors, but also shall be considered and approved by way of resolution by at least two-thirds of the Directors present at the meeting of the Board, and shall be disclosed in a timely manner. The guarantees provided by the Company shall be submitted to the Shareholders' general meeting for consideration after consideration and approval by the Board if it falls under any of the following circumstances:

1. a single guarantee for an amount in excess of 10% of the Company's latest audited net assets;
2. any guarantee provided after the total amount of external guarantee provided by the Company and its controlled subsidiaries exceeds 50% of the Company's latest audited net assets;
3. any guarantee provided after the total amount of external guarantee provided by the Company and its controlled subsidiaries exceeds 30% of the Company's latest audited total assets;
4. any guarantee granted to a party with a gearing ratio over 70% shown in its latest financial statements;

5. guarantee where the aggregated amount of guarantee provided in the latest 12 months exceeds 30% of the Company's latest audited total assets;

6. guarantee to be provided to shareholders, de facto controllers and their related parties;

7. other circumstances as prescribed by the stock exchange or the Articles of Association.

When the guarantees specified in item 5 of the previous provisions is considered at the Shareholders' general meeting, it shall be approved by more than two-thirds of the voting rights held by Shareholders attending the meeting.

(iv) Save for the receipt of cash assets by way of gift, debt relief, and provision of guarantees to related parties, any transaction between the Company and a related natural person with a transaction amount exceeding RMB300,000, or a transaction between the Company and a related legal person (or other organization) with a transaction amount exceeding RMB3 million and the absolute value of which exceeds 0.5% but is less than 5% of the Company's latest audited net assets, shall be subject to approval by the Board.

Any related party transaction between the Company and a related party with a transaction amount exceeding RMB30 million and the absolute value of which exceeds 5% of the Company's latest audited net assets shall be submitted to the Shareholders' general meeting for consideration.

The amounts of transactions between the Company and the same related party or the amounts of transactions with different related parties but with related subject matter within a consecutive 12 months shall be calculated in the principle of aggregate calculation.

Where the above matters are otherwise provided for under laws, administrative regulations, departmental rules, regulatory documents or the requirements of the securities regulatory rules of the place where the shares of the Company are listed, such provisions shall prevail.

~~Article 112 The Board shall appoint a Chairman and may have vice chairmen. The Chairman and vice chairman shall be elected by more than one half of all Directors.~~

Article 113 The Chairman shall exercise the following powers and duties:

(i) to preside over the Shareholders' general meetings and convene and preside over the Board meetings;

(ii) to supervise and examine the implementation of the resolutions of the Board;

(iii) to execute the documents of the Board and other documents required to be executed by the legal representative of the Company;

(iv) to exercise the duties and powers of legal representative(s);

(v) to nominate candidates for the general manager

(vi) in case of any extremely severe natural disaster, force majeure or emergency, to exercise the special right to dispose of the affairs of the Company for the benefit of the Company according to law, and report to the Board and the Shareholders' general meeting afterwards;

(vii) to exercise other powers and duties delegated by the Board.

Article ~~144~~115 The vice chairman of the Company shall assist the chairman in performing his duties. Where the chairman is unable or fails to perform his duties, the vice chairman shall perform such duties (if the Company has two or more than two vice chairmen, the one jointly elected by more than half of the Directors shall perform such duties). Where the vice chairman is unable or fails to perform his duties, a Director shall be elected jointly by half or more of all Directors to perform such duties.

Article ~~145~~116 The Board shall meet at least one (1) time each quarter. The Board meetings shall be convened by the Chairman, by giving fourteen (14) days' written notice to all Directors and Supervisors.

Article ~~146~~117 The Chairman shall, on requisition of the Shareholders representing one tenth (1/10) or more of the voting rights of the Company, or one third (1/3) or more of the Directors, or the Audit Committee ~~Board of Supervisors~~, convene and preside over an extraordinary Board meeting within ten (10) days after receiving such requisition.

Article ~~147~~118 When convening an extraordinary Board meeting, the Board shall notify all Directors ~~and Supervisors~~ three (3) days prior to the convening of the meeting by a notice given in person, ~~by post~~, facsimile, email or otherwise specified herein.

With the unanimous consent of all directors of the Company, the notice period stipulated in the above Article may be waived.

Article ~~148~~119 The notice of a Board meeting shall include the following:

- (i) date and place of the meeting;
- (ii) duration of the meeting;
- (iii) subject matter and topics of the meeting;
- (iv) date of notice.

Article ~~149~~120 Meetings of the Board shall be attended by more than one-half of the Directors before the Board meeting can be convened. Any resolution of the Board shall be approved by a majority of Directors.

Each Director shall have one vote for any resolution of the Board.

Article ~~120~~121 If any Director has connection with the enterprise or individual involved in the resolution made at a Board meeting, the said Director shall promptly report it in writing to the Board. A connected director shall not vote on the said resolution for himself/herself or on behalf of another Director. The Board meeting may be held when more than half of the non-connected Directors attend

the meeting. The resolution of the Board meeting shall be passed by more than half of the non-connected Directors. If the number of non-connected Directors attending the Board meetings is less than three, the issue shall be submitted to the Shareholders' general meeting for consideration. If there are any additional restrictions on directors' participation in and voting at the meetings of the Board in accordance with laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, such provisions shall prevail.

Article ~~121~~122 Any resolution put to vote at a meeting of the Board shall be decided by a show of hands or in writing.

At an extraordinary Board meeting, to the extent that the Directors have sufficient opportunities to express their opinions, a resolution may be adopted by facsimile or other communication means and signed by the Directors attending the meeting.

Article ~~122~~123 A Director shall attend each meeting of the Board in person, or if he/ she is unable to attend the meeting due to any reason, he/she may entrust any other Director in writing to attend on behalf of him/her. Such instrument of proxy shall specify the name of proxy, matters authorized, powers delegated and validity term, among others, and be signed or stamped by the principal. A Director attending a meeting as the proxy of another Director shall exercise the rights of a Director within the powers delegated by the principal. Any Director who fails to attend a Board meeting in person or by proxy shall be deemed to have waived his/her voting rights at such meeting.

Article ~~123~~124 The Board shall cause minutes to be made in respect of its decisions on the matters discussed at each meeting, which shall be signed by all Directors present at such meeting.

The meeting minutes of the Board shall be placed on file of the Company for a period of ten (10) years.

Article ~~124~~125 The minutes of a Board Meeting shall contain, among others:

- (i) date, place and name of convener of the meeting;
- (ii) names of the Directors present at the meeting and the Directors (proxies) attending the meeting on behalf of other Directors;
- (iii) agenda of the meeting;
- (iv) key points of the speeches delivered by each Director;
- (v) method and result of voting on each resolution (including the number of votes for and against and abstentions).

Section 3 Independent Directors

Article 126 Independent directors shall diligently perform their duties in accordance with laws, administrative regulations, the requirements of the CSRC, the stock exchange and these Articles of Association, and shall play a role in participating in decision-making, exercising oversight and checks and balances, and providing professional advice within the Board, so as to safeguard the overall interests of the Company and protect the legitimate rights and interests of minority shareholders.

Article 127 Independent directors must maintain independence. The following persons shall not serve as independent directors:

(i) any person who holds a position in the Company or its *affiliated enterprises*, as well as their spouse, parents, children or principal social connections;

(ii) any individual shareholder who directly or indirectly holds more than 1% of the Company's issued shares, or is among the top ten shareholders of the Company, as well as their spouse, parents or children;

(iii) any person who holds a position in a shareholder that directly or indirectly holds more than 5% of the Company's issued shares or is among the top five shareholders of the Company, as well as their spouse, parents or children;

(iv) any person who holds a position in an affiliated enterprise of the Company's controlling shareholder or de facto controller, as well as their spouse, parents or children;

(v) any person who has significant business dealings with the Company, its controlling shareholder or de facto controller or their respective affiliated enterprises, or holds a position in an entity having significant business dealings with the Company or its controlling shareholder or de facto controller;

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

(vii) any person who, within the last twelve months, has fallen within any of the circumstances listed in items (i) to (vi);

(viii) any other person who does not meet the independence requirements under laws, administrative regulations, the CSRC, the business rules of the stock exchange of the place where the Company is listed, or these Articles of Association.

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

Article 128 A person serving as an independent director of the Company shall meet the following requirements:

(i) be qualified to serve as a director of a listed company under laws, administrative regulations and other relevant provisions;

(ii) meet the independence requirements stipulated in these Articles of Association;

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

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

(v) have good personal integrity and no material record of dishonesty or other misconduct;

(vi) meet other requirements prescribed by laws, administrative regulations, the CSRC, the business rules of the stock exchange of the place where the Company is listed, and these Articles of Association.

Article 129 As members of the Board, independent directors owe duties of loyalty and diligence to the Company and all shareholders, and shall prudently perform the following duties:

(i) participate in Board decision-making and express clear opinions on matters discussed;

(ii) oversee potential significant conflicts of interest between the Company and its controlling shareholder, de facto controller, Directors, or senior management, and protect the legitimate rights and interests of minority shareholders;

(iii) provide professional and objective advice on the Company's operations and development to enhance the quality of the Board's decision-making;

(iv) perform other duties as prescribed by laws, administrative regulations, the CSRC, the rules of the stock exchange of the place where the Company is listed, and these Articles of Association.

Article 130 Independent directors shall have the following special powers:

(i) independently engage intermediary institutions to conduct audits, consultations or reviews on specific matters of the Company;

(ii) propose to the Board the convening of an extraordinary general meeting;

(iii) propose to convene a Board meeting;

(iv) lawfully solicit shareholders' rights from shareholders by public means;

(v) express independent opinions on matters that may harm the interests of the Company or minority shareholders;

(vi) exercise other powers as prescribed by laws, administrative regulations, the CSRC, the rules of the stock exchange of the place where the Company is listed, and these Articles of Association.

The exercise of the powers set out in items (i) to (iii) of the preceding paragraph by the independent directors shall be subject to the approval of a majority of all independent directors.

When independent directors exercise any of the powers listed above, the Company shall make timely disclosures. If such powers cannot be duly exercised, the Company shall disclose the specific circumstances and reasons.

Article 131 The following matters shall be submitted to the Board for consideration only after being approved by a majority of all independent directors of the Company:

- (i) ~~connected~~ related-party transactions that are required to be disclosed;
- (ii) proposals for changing or waiving undertakings made by the Company and relevant parties;
- (iii) decisions and measures taken by the Board of a listed company being acquired in response to the acquisition;
- (iv) other matters as prescribed by laws, administrative regulations, the CSRC, the rules of the stock exchange of the place where the Company is listed, and these Articles of Association.

Article 132 The Company shall establish a mechanism for special meetings composed entirely of independent directors. Where the Board deliberates related-party transactions and other matters, prior consent shall be obtained through such special meetings of independent directors.

The Company shall convene special meetings of independent directors on a regular or ad hoc basis. The matters listed in items (i) to (iii) under the first paragraph of Article 130 and in Article 131 shall be reviewed at such special meetings of independent directors.

Special meetings of independent directors may also, as needed, study and discuss other matters of the Company.

A convenor and chairperson for a special meeting of independent directors shall be jointly elected by more than half of all independent directors. If the convenor fails or is unable to perform his or her duties, two or more independent directors may convene the meeting themselves and elect a representative to preside.

Minutes shall be prepared for special meetings of independent directors in accordance with the relevant requirements, and the opinions of independent directors shall be clearly recorded in the minutes. Independent directors shall sign to confirm the minutes.

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

Section 4 Special Committees of the Board

Article 133 The Board of the Company shall establish an Audit Committee, which, in addition to performing the duties of an audit committee under the Hong Kong Listing Rules, shall exercise the powers and functions of a board of supervisors as prescribed by the Company Law.

Article 134 The Audit Committee shall consist of three directors who do not hold any senior management positions within the Company, ~~including two independent directors~~. Independent directors shall constitute a majority of the committee, and the convenor shall be an independent director who meets the requirements for accounting professionals under Rule 3.10(2) of the Hong Kong Listing Rules.

Article 135 The Audit Committee shall be responsible for reviewing the Company's financial information and its disclosure, supervising and assessing the internal and external audit work and internal controls. The following matters shall be submitted to the Board for consideration only after being approved by a majority of all members of the Audit Committee:

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

(ii) appointment or dismissal of the accounting firm responsible for undertaking the listing company's auditing business;

(iii) appointment or dismissal of the listing company's financial controller;

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

(v) other matters as prescribed by laws, administrative regulations, the CSRC, the rules of the stock exchange of the place where the Company's shares are listed, and these Articles of Association.

Article 136 The Audit Committee shall hold at least one meeting every quarter. The interim meeting may be convened if proposed by two or more members or if the convenor deems it necessary. A meeting of the Audit Committee shall be held only if more than two-thirds of its members are present.

Resolutions of the Audit Committee shall be passed by a majority of its members.

Voting on resolutions of the Audit Committee shall be conducted on a one-person-one-vote basis.

Minutes shall be prepared for resolutions of the Audit Committee in accordance with the relevant requirements, and members of the Audit Committee attending the meeting shall sign the minutes.

The terms of reference of the Audit Committee shall be formulated by the Board.

Article 137 The Board of the Company shall establish the special committees such as the strategy, nomination, remuneration and appraisal, ~~the strategy~~ committees, which shall perform their duties in accordance with these Articles of Association and the authorization of the Board. Proposals made by these special committees shall be submitted to the Board for consideration and decision. The terms of reference of these special committees shall be formulated by the Board.

Each of the above special committees shall consist of three members, all of whom shall be directors of the Company. In particular, independent directors shall constitute a majority in the Nomination Committee and the Remuneration and Appraisal Committee, and shall serve as the convenors.

Article 138 The Nomination Committee shall be responsible for formulating the selection criteria and procedures for directors and senior management, selecting and reviewing candidates for directors and senior management and their qualifications, and making recommendations to the Board on the following matters:

(i) nomination or removal of directors;

(ii) appointment or dismissal of senior management;

(iii) other matters as prescribed by laws, administrative regulations, the CSRC, the rules of the stock exchange of the place where the Company's shares are listed, and these Articles of Association.

Where the Board does not adopt or fully adopt the recommendations of the Nomination Committee, it shall record the Nomination Committee's opinions and the specific reasons for not adopting them in the Board resolutions and disclose the same.

Article 139 The Remuneration and Appraisal Committee shall be responsible for formulating the assessment criteria for directors and senior management and conducting assessments on them; formulating and reviewing the remuneration determination mechanisms, decision-making procedures, payment and cessation of payment recovery arrangements, and other remuneration policies and plans for directors and senior management; and making recommendations to the Board on the following matters:

(i) the remuneration of directors and senior management;

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

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

(iv) other matters as prescribed by laws, administrative regulations, the CSRC and these Articles of Association.

Where the Board does not adopt or fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall record the Remuneration and Appraisal Committee's opinions and the specific reasons for not adopting them in the Board resolutions and disclose the same.

CHAPTER VI GENERAL MANAGER AND OTHER SENIOR MANAGEMENT MEMBERS

Article ~~125~~140 The Company shall have one general manager, who shall be appointed or dismissed by the Board. The Company shall have several deputy general managers, one chief financial officer and one secretary to the Board, who shall be nominated by the general manager and shall be appointed or dismissed by the Board and their appointment or dismissal shall be decided appointed or dismissed by the Board.

Article ~~126~~141 ~~Article 96 hereof~~ The provisions in these Articles of Association in relation to the circumstances under which a person may not serve as a Director and the resignation management system shall mutatis mutandis apply to the senior management.

The provisions in these Articles of Association ~~of Article 98~~ regarding the fiduciary duties of Directors and ~~the provisions of items (iv), (v) and (vi) of Article 99 hereof regarding~~ the duty of diligence of Directors shall mutatis mutandis apply to the senior management.

Article ~~127~~142 Any person who holds any administrative office (other than Director or Supervisor) in any entity of the controlling shareholders ~~and de facto controllers~~ of the Company shall not hold any office of senior management in the Company concurrently.

The senior management may receive their remunerations from the Company only, rather than from the controlling shareholder of the Company.

Article ~~128~~143 The general manager and deputy general manager shall each have a term of office of three (3) years and may serve consecutive terms upon reappointment.

Article ~~129~~144 The general manager is responsible to the Board and exercises the following powers:

(i) To be in charge of the Company's production, operation and management, and to organize and implement the resolutions of the Board and report on works to the Board;

(ii) To organize and implement the Company's annual business plan and investment proposals;

(iii) To draft plans for the establishment of the Company's internal management organizations;

(iv) To draft the fundamental management system of the Company;

(v) To formulate specific rules and regulations for the Company;

(vi) To propose to the Board on the appointment or dismissal of deputy general manager, chief financial officer of the Company;

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

(viii) Other functions and powers conferred by the Articles of Association or the Board.

The general manager shall attend the meetings of the Board

Article ~~130~~145 The general manager shall prepare the terms of reference for the general manager, and implement the same upon approval by the Board.

Article ~~131~~146 The terms of reference for the general manager shall specify, among others:

(i) conditions for convening, proceedings at and attendees of the meetings by the general manager;

(ii) respective duties and responsibilities and division of labor of the general manager and other senior management;

(iii) application of the funds and assets of the Company, authority to enter into material contracts, and the system for reporting to the Board ~~and the Board of Supervisors~~;

(iv) other matters that the Board deems necessary.

Article ~~132~~147 The general manager and deputy general manager may resign prior to the expiration of his/her term of office. The specific procedures and methods for the resignation shall be stipulated in the labor contract between the general manager and deputy general manager and the Company.

Article ~~133~~148 The deputy general manager is directly responsible to and report to the general manager and performs relevant duties based on the setup of the internal management organization of the Company.

Article ~~134~~149 The Company shall have a Secretary to the Board, who shall be responsible for the preparation of the Shareholders' general meeting and Board meeting, document keeping and management of shareholders' information of the Company and shall deal with information disclosure and other matters.

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

Article ~~135~~150 When senior management performs their duties for the Company and causes damage to others, the Company shall bear liability for compensation. Where senior management is found to have acted with intent or gross negligence, he/she shall also bear liability for compensation.

Any senior management who violates the relevant laws, administrative regulations, departmental rules or these Articles of Association in performing his/her duties in the Company shall indemnify the Company for the losses arising therefrom.

Article ~~136~~151 The senior management of the Company shall faithfully perform their duties, and safeguard the best interests of the Company and all shareholders.

Any senior management of the Company who fails to faithfully perform his/her duties or breaches the fiduciary duty shall indemnify the Company and the public shareholders for the damages arising therefrom according to law.

~~CHAPTER VII~~ BOARD OF SUPERVISORS

~~Section 1~~ Supervisors

Article ~~137~~ ~~Article 96 hereof in relation to the circumstances under which a person may not serve as a Director shall mutatis mutandis apply to the Supervisors.~~

~~The Directors and senior management members shall not act concurrently as Supervisors.~~

Article ~~138~~ ~~A Supervisor shall abide by applicable laws and administrative regulations and the provisions hereof, have the fiduciary duties of loyalty and duty of diligence to the Company, and shall not take advantage of his/her powers to accept bribes or other illegal payments or embezzle the property of the Company.~~

Article ~~139~~ ~~Each Supervisor shall serve for a term of three years. Upon expiry of the term, the Supervisor may be re-appointed upon re-election.~~

Article ~~140~~ ~~If the successor of a Supervisor is not appointed upon expiration of his/her term of office or a Supervisor resigns office prior to the expiration of his/her term of office, which causes the number of members of the Board of Supervisors to be less than the quorum, such Supervisor shall continue to perform his/her duties in accordance with the relevant laws, administrative regulations and these Articles of Association until his/her successor is appointed and takes office.~~

Article ~~141~~ ~~The Supervisors shall ensure the authenticity, accuracy and completeness of the information disclosed by the Company, and sign to confirm the regular reports of the Company in writing.~~

Article ~~142~~ ~~The Supervisors may attend the meetings of the Board and may raise questions or make recommendations on the resolutions to be passed by the Board.~~

Article ~~143~~ ~~A Supervisor shall not take advantage of his/her affiliation with the Company to the detriment of the interests of the Company, and shall indemnify the Company for the losses arising therefrom.~~

Article ~~144~~ ~~A Supervisor shall be personally liable for any loss suffered by the Company as a result of a violation by him/her of any laws, administrative regulations, departmental rules or the Articles of Association in the course of performing his/her duties in the Company.~~

~~Section 2—Board of Supervisors~~

~~**Article 145**—The Company shall have a Board of Supervisors. The Board of Supervisors shall consist of three Supervisors, including one Shareholder representative and two employee representatives. The employee representatives shall be democratically elected and replaced by the employees of the Company, and the Shareholder representative shall be elected and replaced by the Shareholders' general meeting.~~

~~The Board of Supervisors shall have a chairman, who shall be elected by a simple majority of all Supervisors. The chairman of the Board of Supervisors shall convene and preside over the meetings of the Board of Supervisors; where the chairman of the Board of Supervisors is unable or fails to fulfill the duty thereof, one Supervisor elected by more than half the Supervisors shall convene and preside over the meetings of the Board of Supervisors.~~

~~**Article 146**—The Board of Supervisors shall exercise the following functions and powers:~~

~~(i) To examine the Company's regular reports prepared by the Board and propose written examination suggestions, supervisors Shall sign written confirmation statements;~~

~~(ii) To review the Company's financial position;~~

~~(iii) To supervise the Directors and senior management members' acts in performing their duties in the Company, and to propose a removal of any Director or senior management member in violation of any laws, administrative regulations, the Articles of Association or resolutions adopted at the Shareholders' general meeting;~~

~~(iv) To demand any Director or senior management member who acts in a manner which is harmful to the Company's interest to rectify such behavior;~~

~~(v) To propose to convene an extraordinary general meeting, and to convene and preside over Shareholders' general meetings where the Board fails to perform its duty to do so as required by the Company Law;~~

~~(vi) To submit proposals to Shareholders' general meetings;~~

~~(vii) To initiate legal proceedings against any Director or senior management member according to Article 151 of the Company Law;~~

~~(viii) To investigate into unusual operation of the Company and if necessary, to engage an accounting firm, a law firm or other professional institutions to assist in its work at the expenses of the Company;~~

~~**Article 147**—The Board of Supervisors shall meet at least once every six months. An extraordinary meeting of the Board of Supervisors may be convened on requisition of a Supervisor.~~

~~Resolutions of the Board of Supervisors shall be passed by not less than half of the Supervisors.~~

~~**Article 148** The Board of Supervisors shall establish the rules of procedure for the Board of Supervisors and clarify its method of discussion and voting procedures, to ensure the work efficiency and scientific decision-making of the Board of Supervisors.~~

~~The rules of procedure for the Board of Supervisors shall set forth the procedures to convene, and voting procedures at, meetings of Board of Supervisors. The rules of procedure for the Board of Supervisors shall be prepared by the Board of Supervisors and approved by the Shareholders' general meeting, and constitute an exhibit to these Articles of Association.~~

~~**Article 149** The Board of Supervisors shall cause minutes to be made in respect of its decisions on the matters discussed at each meeting, which shall be signed by the Supervisors present at such meeting.~~

~~A Supervisor shall have right to request certain explanatory notes to be made in the meeting minutes regarding his/her speeches at the meeting. The meeting minutes of the Board of Supervisors shall be placed on file of the Company for a period of ten (10) years.~~

~~**Article 150** The notice of a meeting of the Board of Supervisors shall include the following:~~

- ~~(i) date, place and duration of the meeting;~~
- ~~(ii) subject matter and topics of the meeting;~~
- ~~(iii) date of notice.~~

CHAPTER VIII FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Section 1 Financial and Accounting System

~~**Article 151**~~**152** The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and the provisions stipulated by the relevant authorities of the PRC. ~~The accounting year of the Company follows the Gregorian calendar, which an accounting year shall commence on 1 January and end on 31 December of each year.~~

~~**Article 152**~~**153** The Company shall submit and disclose its annual reports to the relevant branch office of the CSRC and the stock exchange of the place where the shares of the Company are listed within four months from the end of each fiscal year, and its interim reports to the relevant branch office of the CSRC and the stock exchange of the place where the shares of the Company are listed within two months from the end of the first half ~~six months~~ of each fiscal year.

The above annual reports and interim reports shall be prepared in accordance with relevant laws, administrative regulations and requirements of the CSRC and the stock exchange of the place where the shares of the Company are listed.

~~**Article 153**~~**154** The Company will not establish account books other than the statutory account books. The assets of the Company shall not be deposited in any personal account.

Article 154~~155~~ The Company is required to allocate 10% of its profits into its statutory reserve fund when distributing each year's after-tax profits. When the cumulated amount of the statutory reserve fund of the Company has reached 50% or more of its registered capital, no further allocations is required.

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

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

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

Where the Shareholders' general meeting distributes profits to shareholders in violation of the Company Law, the shareholders shall return the profits so distributed in breach of regulations to the Company; if losses are caused to the Company, the shareholders and the directors and senior management who are responsible shall bear liability for compensation.

~~If the Shareholders' general meeting violates the above provisions and profits are distributed to the Shareholders before the Company makes up for losses or makes allocations to the statutory reserve fund, the profits distributed in violation of the provisions must be returned by such Shareholders to the Company.~~

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

The Company shall entrust one or more payment receiving agents in Hong Kong for shareholders of H Shares. The payment receiving agents shall receive and hold on behalf of such shareholders of H Shares any dividends allocated to H Shares and other amounts payable by the Company, for future payments to such shareholders of H Shares. The payment receiving agents appointed by the Company shall comply with laws, regulations and the securities regulatory rules of the place where the Company's shares are listed.

Article 156 Specific requirements for profit distribution by the Company

1. Principles for profit distribution: The Company shall implement a positive profit distribution policy, attach importance to the provision of reasonable returns to its shareholders, maintain the continuity and stability of the profit distribution policy and comply with the relevant provisions of laws and regulations. The profit distribution policy of the Company shall not exceed the Company's cumulative distributable profits and must not undermine the Company's ability to sustain its operations.

2. Forms for profit distribution: The Company shall prioritize cash dividends in terms of profit distribution, and may also adopt stock dividends or a combination of cash and stock dividends.

3. Conditions, ratio, frequency and arrangements for cash dividends.

Cash dividends shall only be distributed when all the following conditions are met: (1) the Company achieves positive distributable net profit (based on the lower of the profit available for distribution in the consolidated statement and the parent company's statement) in each year or half-year period, and the accumulated distributable profits of the Company are positive; (2) the cash flow is sufficient, and the cash dividends will not affect the Company's sustainable operation in the future; (3) the auditor issues a standard unqualified audit report for the financial statements of the Company for the current period; (4) the Company has no significant investment plan or significant cash expenditure or such other events.

A significant investment plan or significant cash expenditure refers to matters involving the purchase or disposal of major assets, as well as investment projects (including but not limited to equity investments, project investments, venture capital, and mergers and acquisitions) of the Company within one year, where the amount exceeds 30% of the Company's most recently audited total assets. Such matters require approval by the Board of the Company and must be submitted to the Shareholders' general meeting for review and approval.

Cash dividend ratio: In the event that the conditions for cash dividends are met, the Company shall distribute no less than 20% of its distributable profits for the year in the form of cash dividends.

Cash dividend frequency: When cash dividend conditions are satisfied, the Company shall distribute profits in cash, and, in principle, cash dividends shall be distributed on an annual basis. The Company may declare interim cash dividends based on its profitability and capital requirements. When a listed company convenes the annual general meeting to consider the annual profit distribution plan, it may consider and approve the conditions, maximum ratio, the cap amount and other matters of the interim cash dividends for the next year. The cap amount of interim dividends for the following year considered at the annual general meeting shall not exceed the net profits attributable to shareholders of the listed company during the corresponding period. The Board shall, in accordance with the resolution of the Shareholders' general meeting, formulate a specific interim dividend proposal subject to the fulfilment of the conditions of profit distribution.

The Board of the Company shall comprehensively consider the characteristics of the industry in which it operates, its stage of development, its own business model, its profitability, debt servicing capacity and whether it has major capital expenditure arrangements, and investor returns, and propose differentiated cash dividend policies in accordance with the procedures prescribed in the Articles of Association:

(1) If the Company is in a mature stage of development and has no major capital expenditure arrangements, when distributing profits, the cash dividends should account for at least 80% of the profit distribution;

(2) If the Company is in a mature stage of development and has major capital expenditure arrangements, when distributing profits, the cash dividends should account for at least 40% of the profit distribution;

(3) If the Company is in the growth stage and has major capital expenditure arrangements, when distributing profits, the cash dividend should account for at least 20% of the profit distribution;

If the Company's development stage is difficult to distinguish but there are major capital expenditure arrangements, it can be handled in accordance with the provisions of item (3) of the preceding paragraph.

4. Conditions for stock dividend distribution: Where the Board deems the Company's share capital scale and equity structure reasonable, it may propose a stock dividend distribution plan for the approval by the Shareholders' general meeting. When distributing stock dividends, the stock dividend per 10 shares shall be no less than 1 share. In the event that stock dividends are adopted for profit distribution, real and reasonable factors such as the growth of the Company and the dilution of net assets per share should be taken into account.

5. Decision-making procedures for profit distribution

When formulating the cash distribution plan, the Board shall seriously review and discuss the matters such as the timing, conditions, minimum ratio, conditions for adjustments and decision-making procedure requirements for the cash dividend of the Company.

If Independent Directors believe that a cash dividend plan may harm the interests of the Company or minority shareholders, they shall have the right to express an independent opinion. If the Board does not adopt or only partially adopts the opinions of Independent Directors, it shall disclose the opinion of the Independent Directors and the specific reasons for not adopting or not fully adopting the opinion in the announcement of the Board's resolution.

The Audit Committee shall supervise the implementation of cash dividend policy and shareholders' return plan by the Board, and whether to perform the corresponding decision-making procedures and information disclosure. If the Audit Committee finds that the Board fails to strictly implement the cash dividend policy and shareholders' return plan, fails to strictly perform the corresponding decision-making procedures or fails to truthfully, accurately and completely disclose the corresponding information, it shall issue clear opinions and urge the Board to make corrections in a timely manner.

The Company shall communicate and exchange ideas through multiple channels with shareholders (in particular minority shareholders) to obtain the opinion and requests of the shareholders and respond to shareholders' concerns in a timely manner.

6. Circumstances and procedures for adjusting profit distribution policy

The Company may make adjustments to its established cash dividend policy in the following circumstances, provided that the adjusted profit distribution policy shall not be in violation of the relevant provisions of laws and regulations: (1) when the net cash flow generated from the Company's operating activities has been in the negative for two consecutive years; (2) when the Company's gearing ratio at the end of the current period exceeds 70%; (3) other circumstances occur due to the Company's production and operations, investment planning, long-term development needs, or due to significant changes in the external operating environment or its own operating conditions.

The Company shall strictly adhere to the profit distribution policy as stipulated in its Articles of Association, particularly the cash dividend policy and specific cash dividend plans approved by the Shareholders' general meeting. Should any adjustment or amendment to the profit distribution policy

set forth in the Articles of Association be deemed necessary, such adjustment must first be reviewed and approved by the Board and the Audit Committee before being submitted to the Shareholders' general meeting for approval. Independent Directors and the Audit Committee of the Company must provide explicit opinions on the matter. Any resolution proposed at the Shareholders' general meeting to adjust the profit distribution policy shall be subject to approval through a special resolution at the Shareholders' general meeting.

7. Control over the risk of illegal appropriation of company funds by Shareholders

In the event that a shareholder of the Company misappropriates the funds of the Company, the Company shall deduct the cash dividend distributable to such shareholder for recovery of the misappropriated funds.

8. Information disclosure on profit distribution

The Company shall strictly comply with relevant regulations in disclosing profit distribution plans and their implementation in periodic reports. Where the Company is profitable for any year but proposes no cash dividend distribution, it shall provide detailed explanation on the reason for no cash dividend distribution, the use of funds that has not been utilized for distribution but retained by the Company and the utilization plan in annual reports.

The Company shall disclose in detail the formulation and implementation of its cash dividend policy in periodic reports, with specific explanations on the following matters:

(1) whether it complies with the provisions of the Articles of Association or resolutions of the Shareholders' general meeting;

(2) whether the criteria and proportion of dividend distribution are clear and explicit;

(3) whether the relevant decision-making procedures and mechanisms are complete;

(4) If the Company has not paid cash dividends, it shall disclose the specific reasons thereof and the next steps it intends to take to enhance the level of investor reporting;

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

In case of adjustment or amendment to cash dividend policies by the Company, it shall be explained in detail whether the conditions and procedures for adjustment or amendment are legal and transparent.

~~**Article 155** Reserve funds of the Company are used for recovering losses of the Company and expanding production and operation of the Company or conversion into its capital, but capital reserve fund shall not be used for making up the Company's losses.~~

~~When the statutory reserve funds are converted into capital, the remaining balance of such reserve fund must not be less than 25% of its registered capital before such conversion.~~

Article ~~156~~157 After a resolution on the profit distribution plan is made at the Shareholders' general meeting of the Company, or after a specific plan is formulated by the Board of the Company based on the conditions and cap for interim dividends for the next year considered and approved by the annual general meeting, the Board of the Company shall complete the distribution of dividends (or shares) within 2 months after the Shareholders' general meeting is convened. If the specific plan cannot be implemented within 2 months due to the requirements of the laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, the implementation date of the specific plan may be adjusted accordingly in accordance with such requirements and the actual situation.

Article 158 The Company's common reserve shall be used to cover losses of the Company, expand the Company's production and operations, or be converted into additional registered capital of the Company.

To make up for the losses of the Company, the discretionary reserve and the statutory reserve shall be used first; if still insufficient, the capital reserve may be used in accordance with regulations.

Upon transfer from the statutory reserve to the increase of registered capital, the remainder of such reserve shall not be less than 25% of the registered capital of the Company before such transfer takes effect.

~~**Article 157** Specific requirements for profit distribution by the Company~~

~~1. Principles for profit distribution: The Company shall implement a positive profit distribution policy, attach importance to the provision of reasonable returns to its shareholders, maintain the continuity and stability of the profit distribution policy and comply with the relevant provisions of laws and regulations. The profit distribution policy of the Company shall not exceed the Company's cumulative distributable profits and must not undermine the Company's ability to sustain its operations.~~

~~2. Forms for profit distribution: The Company shall prioritize cash dividends in terms of profit distribution, and may also adopt stock dividends or a combination of cash and stock dividends.~~

~~3. Conditions, ratio, frequency and arrangements for cash dividends:~~

~~Cash dividends shall only be distributed when all the following conditions are met: (1) the Company achieves positive distributable net profit (based on the lower of the profit available for distribution in the consolidated statement and the parent company's statement) in each year or half-year period, and the accumulated distributable profits of the Company are positive; (2) the cash flow is sufficient, and the cash dividends will not affect the Company's sustainable operation in the future; (3) the auditor issues a standard unqualified audit report for the financial statements of the Company for the current period; (4) the Company has no significant investment plan or significant cash expenditure or such other events.~~

~~A significant investment plan or significant cash expenditure refers to matters involving the purchase or disposal of major assets, as well as investment projects (including but not limited to equity investments, project investments, venture capital, and mergers and acquisitions) of the Company within~~

~~one year, where the amount exceeds 30% of the Company's most recently audited total assets. Such matters require approval by the Board of the Company and must be submitted to the Shareholders' general meeting for review and approval.~~

~~Cash dividend ratio: In the event that the conditions for cash dividends are met, the Company shall distribute no less than 20% of its distributable profits for the year in the form of cash dividends.~~

~~Cash dividend frequency: When cash dividend conditions are satisfied, the Company shall distribute profits in cash, and, in principle, cash dividends shall be distributed on an annual basis. The Company may declare interim cash dividends based on its profitability and capital requirements. When a listed company convenes the annual general meeting to consider the annual profit distribution plan, it may consider and approve the conditions, maximum ratio, the cap amount and other matters of the interim cash dividends for the next year. The cap amount of interim dividends for the following year considered at the annual general meeting shall not exceed the net profits attributable to shareholders of the listed company during the corresponding period. The Board shall, in accordance with the resolution of the Shareholders' general meeting, formulate a specific interim dividend proposal subject to the fulfilment of the conditions of profit distribution.~~

~~The Board of the Company shall comprehensively consider the characteristics of the industry in which it operates, its stage of development, its own business model, its profitability, debt servicing capacity and whether it has major capital expenditure arrangements, and investor returns, and propose differentiated cash dividend policies in accordance with the procedures prescribed in the Articles of Association:~~

~~(1) If the Company is in a mature stage of development and has no major capital expenditure arrangements, when distributing profits, the cash dividends should account for at least 80% of the profit distribution;~~

~~(2) If the Company is in a mature stage of development and has major capital expenditure arrangements, when distributing profits, the cash dividends should account for at least 40% of the profit distribution;~~

~~(3) If the Company is in the growth stage and has major capital expenditure arrangements, when distributing profits, the cash dividend should account for at least 20% of the profit distribution;~~

~~If the Company's development stage is difficult to distinguish but there are major capital expenditure arrangements, it can be handled in accordance with the provisions of item (3) of the preceding paragraph.~~

~~4. Conditions for stock dividend distribution: Where the Board deems the Company's share capital scale and equity structure reasonable, it may propose a stock dividend distribution plan for the approval by the Shareholders' general meeting. When distributing stock dividends, the stock dividend per 10 shares shall be no less than 1 share. In the event that stock dividends are adopted for profit distribution, real and reasonable factors such as the growth of the Company and the dilution of net assets per share should be taken into account.~~

~~5. Decision-making procedures for profit distribution~~

~~When formulating the cash distribution plan, the Board shall seriously review and discuss the matters such as the timing, conditions, minimum ratio, conditions for adjustments and decision-making procedure requirements for the cash dividend of the Company.~~

~~If Independent Directors believe that a cash dividend plan may harm the interests of the Company or minority shareholders, they shall have the right to express an independent opinion. If the Board does not adopt or only partially adopts the opinions of Independent Directors, it shall disclose the opinion of the Independent Directors and the specific reasons for not adopting or not fully adopting the opinion in the announcement of the Board's resolution.~~

~~The Board of Supervisors shall supervise the implementation of cash dividend policy and shareholders' return plan by the Board, and whether to perform the corresponding decision-making procedures and information disclosure. If the Board of Supervisors finds that the Board fails to strictly implement the cash dividend policy and shareholders' return plan, fails to strictly perform the corresponding decision-making procedures or fails to truthfully, accurately and completely disclose the corresponding information, it shall issue clear opinions and urge the Board to make corrections in a timely manner.~~

~~The Company shall communicate and exchange ideas through multiple channels with shareholders (in particular minority shareholders) to obtain the opinion and requests of the shareholders and respond to shareholders' concerns in a timely manner.~~

~~6. Circumstances and procedures for adjusting profit distribution policy~~

~~The Company may make adjustments to its established cash dividend policy in the following circumstances, provided that the adjusted profit distribution policy shall not be in violation of the relevant provisions of laws and regulations: (1) when the net cash flow generated from the Company's operating activities has been in the negative for two consecutive years; (2) when the Company's gearing ratio at the end of the current period exceeds 70%; (3) other circumstances occur due to the Company's production and operations, investment planning, long-term development needs, or due to significant changes in the external operating environment or its own operating conditions.~~

~~The Company shall strictly adhere to the profit distribution policy as stipulated in its Articles of Association, particularly the cash dividend policy and specific cash dividend plans approved by the Shareholders' general meeting. Should any adjustment or amendment to the profit distribution policy set forth in the Articles of Association be deemed necessary, such adjustment must first be reviewed and approved by the Board and the Board of Supervisors before being submitted to the Shareholders' general meeting for approval. Independent Directors and the Board of Supervisors of the Company must provide explicit opinions on the matter. Any resolution proposed at the Shareholders' general meeting to adjust the profit distribution policy shall be subject to approval through a special resolution at the Shareholders' general meeting.~~

~~7. Control over the risk of illegal appropriation of company funds by Shareholders~~

~~In the event that a shareholder of the Company misappropriates the funds of the Company, the Company shall deduct the cash dividend distributable to such shareholder for recovery of the misappropriated funds.~~

~~8. Information disclosure on profit distribution~~

~~The Company shall strictly comply with relevant regulations in disclosing profit distribution plans and their implementation in periodic reports. Where the Company is profitable for any year but proposes no cash dividend distribution, it shall provide detailed explanation on the reason for no cash dividend distribution, the use of funds that has not been utilized for distribution but retained by the Company and the utilization plan in annual reports.~~

~~The Company shall disclose in detail the formulation and implementation of its cash dividend policy in periodic reports, with specific explanations on the following matters:~~

~~(1) whether it complies with the provisions of the Articles of Association or resolutions of the Shareholders' general meeting;~~

~~(2) whether the criteria and proportion of dividend distribution are clear and explicit;~~

~~(3) whether the relevant decision-making procedures and mechanisms are complete;~~

~~(4) If the Company has not paid cash dividends, it shall disclose the specific reasons thereof and the next steps it intends to take to enhance the level of investor reporting;~~

~~(5) whether minority shareholders have opportunities to fully express their opinions and demands, and whether legitimate rights and interests of minority shareholders have been fully protected.~~

~~In case of adjustment or amendment to cash dividend policies by the Company, it shall be explained in detail whether the conditions and procedures for adjustment or amendment are legal and transparent.~~

Section 2 Internal Audit

Article 1598 The Company has implemented an internal audit system, which shall specify the leadership structure, responsibilities and authorities, staffing, funding safeguards, utilization of audit results, and accountability mechanisms for internal audit work.

The internal audit system of the Company shall be implemented upon approval by the Board and shall be disclosed externally;

~~and equipped with full-time auditors to conduct internal audit and supervision on the Company's financial revenue and expenditures and economic activities.~~

Article 159160 The internal audit department of the Company shall be supervised and inspected the Company's business activities, risk management, internal controls and financial information.

The internal audit department shall maintain its independence, be staffed with dedicated audit personnel, and shall not be placed under the leadership of the finance department or share offices with the finance department.

Article 161 The internal audit department shall be accountable to the Board.

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

Article 162 The internal audit department shall be responsible for the specific organization and implementation of the internal control evaluation of the Company. Based on the evaluation report and related materials issued by the internal audit department and reviewed by the Audit Committee, the Company shall issue the annual internal control evaluation report.

Article 163 When the Audit Committee communicates with external audit institutions such as accounting firms or national audit institutions, the internal audit department shall actively cooperate and provide necessary support and assistance.

Article 164 The Audit Committee shall participate in the performance appraisal of the head of the internal audit department.

~~(Reason for amendment: Supplemented and improved in accordance with the new Guidelines for Articles of Association of Listed Companies) and the duties of the auditors shall be implemented upon approval by the Board. The internal audit department shall be accountable and report work to the Audit Committee.~~

Section 3 Appointment of Accounting Firm

Article 1650 The Company shall appoint such accounting firm which has complied with the Securities Law for carrying out the audit for the accounting statements, net asset verification and other relevant consultancy services. The term of appointment is one year and can be re-appointed.

Article 1661 The appointment, and removal ~~or non-reappointment~~ of accounting firm by the Company shall be subject to the approval of the Shareholders' general meetings. The Board may not appoint accounting firm before the approval of the Shareholders' general meeting.

Article 1672 The Company guarantees that it shall provide the appointed accounting firm with true and complete accounting vouchers, accounting books, financial and accounting reports and other accounting information, and that it engages without any refusal, withholding, and misrepresentation.

Article 1683 The ~~audit fees remuneration or method of determining the remuneration~~ of an accounting firm shall be determined at the Shareholders' general meeting.

Article 1694 If the Company removes or no longer re-appoints the accounting firm, it shall notify such accounting firm 15 days in advance. When shareholders vote for the removal of such accounting firm, such accounting firm shall be entitled to state its opinions at the Shareholders' general meeting.

If any accounting firm offers to resign, it shall explain to the Shareholders' general meeting whether the Company has engaged in any misconduct.

CHAPTER ~~VIII~~ NOTICES AND ANNOUNCEMENTS

Section 1 Notices

Article 17065 The Company's notice shall be given by the following manners:

- (i) in person;
- (ii) by ~~post, fax~~, email;
- (iii) by announcement;
- (iv) other forms stipulated in these Articles of Association.

Article 17166 Notices given by the Company by way of announcement shall be deemed to have been received by all relevant persons upon such announcement being made.

Article 17267 The notice of any Shareholders' general meeting shall be delivered by announcement. Unless the context otherwise requires, in relation to announcements made to shareholders of A Shares or announcements made within the territory of the PRC as required by the relevant regulations and these Articles of Association, it refers to the publication of information on the website of the SZSE and on media that meet the conditions prescribed by the CSRC (the "**eligible media**"); in respect of announcements to be issued to shareholders of H Shares, such announcements shall be published on the website of the Company, the website of the Hong Kong Stock Exchange and other websites as may be required from time to time under the Hong Kong Listing Rules in accordance with the relevant requirements of the Hong Kong Listing Rules.

Under the premise of the Company's compliance with the relevant listing rules of the place(s) in which the shares of the Company are listed, regarding the provision and/or distribution by the Company of corporate communications to shareholders of the H Shares in accordance with requirements of such listing rules, the Company may also electronically or at the Company's website or the website of the stock exchange(s) of the place(s) in which the shares of the Company are listed post such information so as to transmit or provide the same to such shareholders of H Shares in lieu of such delivery by hand or postage prepaid mail.

Article 17368 The notice of any Board Meeting shall be delivered in person, by post, facsimile, email or otherwise set forth herein.

~~**Article 169** The notice of any meeting of the Board of Supervisors shall be delivered in person, by post, facsimile, email or otherwise set forth herein.~~

Article 1740 If the notice of the Company is served by personal delivery, the recipient shall affix their signature (or seal) to the Return on Service and the signing date shall be the date of service; if the notice of the Company is served by post, the third working day after handover to the post office shall be the date of service; if the notice of the Company is sent by fax and email, the date of sending shall be the date of service; if the notice of the Company is served by announcement, the date of first announcement shall be the date of service.

Article 175~~4~~ The accidental omission to give notice of a meeting to, or the non-receipt of any notice of a meeting by, any person entitled to receive such notice shall not invalidate such meeting or the resolution of such meeting.

Section 2 Announcements

Article 176~~2~~ The Company designates Juchao Information Website (www.cninfo.com.cn), newspapers that meet the conditions prescribed by the CSRC and HKEXnews (www.hkexnews.hk) as the media for the publication of its announcements and other information required to be disclosed.

CHAPTER IX MERGER, SPIN-OFF, CAPITAL INCREASE AND REDUCTION, DISSOLUTION AND LIQUIDATION

Section 1 Merger, Spin-off, Capital Increase and Reduction

Article 177~~3~~ Corporate merger may take the form of merger by absorption or by establishment.

Merger by absorption refers to a company absorbing another company, in which the company being absorbed shall be dissolved. Merger by establishment refers to the establishment of a new company by merging two or more companies, whereby the merging parties shall be dissolved.

Article 178 Where the consideration for a merger does not exceed 10% of the Company's net assets, it may be approved without a resolution of the Shareholders' general meeting, except as otherwise provided in these Articles of Association.

If the Company proceeds with a merger without a resolution of the Shareholders' general meeting in accordance with the preceding paragraph, it shall be approved by a resolution of the Board.

Article 179~~4~~ In the event of any merger involving the Company, the Company shall enter into a merger agreement with other parties involved and prepare a balance sheet and a list of assets. The Company shall notify its creditors within 10 days after the adoption of the relevant resolution and publish announcements in newspapers that meet the conditions prescribed by the CSRC or on the National Enterprise Credit Information Publicity System within 30 days.

The creditors may request the Company to discharge its obligations or offer appropriate security within 30 days after receiving such notice, or if they fail to receive such notice, within 45 days after the publication of such announcement.

Article 180~~75~~ In the event of any merger involving the Company, the surviving company or the newly established company shall assume all claims and debts of the parties involved in such merger.

Article 181~~76~~ In the event of any spin-off of the Company, its assets shall be divided accordingly.

In the event of any spin-off of the Company, the Company shall prepare a balance sheet and a list of assets, notify its creditors within 10 days from the date of the resolution of spin-off and publish announcements in newspapers that meet the conditions prescribed by the CSRC or on the National Enterprise Credit Information Publicity System ~~the media as provided in Article 172 hereof~~ within 30 days.

Article 182~~77~~ Unless otherwise agreed by the Company and its creditors in writing prior to such spin-off with respect to the discharge of obligations, the company spun off from the Company shall be jointly and severally liable for the obligations of the Company prior to such spin-off.

Article 183~~178~~ The Company shall prepare a balance sheet and a list of assets ~~when it reduces in the event it is required to reduce~~ its registered capital.

The Company shall notify its creditors within 10 days after the adoption of the relevant resolution on the reduction of the registered capital at the Shareholders' general meeting and publish announcements in newspapers that meet the conditions prescribed by the CSRC or on the National Enterprise Credit Information Publicity System ~~the media as provided in Article 172 hereof~~ ~~within 30 days~~. The creditors may request the Company to discharge its obligations or offer appropriate security within 30 days after receiving such notice, or if they fail to receive such notice, within 45 days after the publication of such announcement.

Where the Company reduces its registered capital, it shall reduce the capital contributions or shares held by shareholders proportionately according to their shareholding, except as otherwise provided by law or these Articles of Association. The Company's registered capital after such reduction shall not be lower than the minimum amount of the registered capital required by law.

Article 184 Where, after covering losses in accordance with the second paragraph of Article 158 of these Articles of Association, there remains a deficit, the Company may reduce its registered capital to cover the remaining losses.

When reducing registered capital to cover losses, the Company shall not make any distribution to shareholders, nor shall it exempt shareholders from their obligation to pay capital contributions or share subscription amounts.

Where the registered capital is reduced in accordance with the preceding paragraph, the provisions of the second paragraph of Article 183 of these Articles of Association shall not apply; however, the Company shall, within 30 days from the date on which the resolution to reduce the registered capital is passed by the general meeting, make an announcement in newspapers meeting the requirements of the CSRC or through the National Enterprise Credit Information Publicity System.

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

Article 185 Where the registered capital is reduced in violation of the provisions of the Company Law, shareholders shall return any funds they have received, and any reduction or exemption of shareholders' capital contributions shall be reinstated. If losses are caused to the Company, the shareholders and the Directors and senior management personnel who are responsible shall bear liability for compensation.

Article 186 When the Company issues new shares to increase its registered capital, shareholders shall not have pre-emptive rights, except as otherwise provided in these Articles of Association or if a resolution is passed at the general meeting granting shareholders such pre-emptive rights.

Article 18779 Where the merger or spin-off of the Company results in a change in its registered particulars, such change shall be registered with the company registry according to law. Where the Company is dissolved, it shall cancel its registration according to law. Where a new company is established, its establishment shall be registered according to law.

Any increase or reduction of the registered capital of the Company shall be registered with the company registry according to law.

Section 2 Dissolution and Liquidation

Article 1880 The Company shall be dissolved for the following reasons:

(i) Expiry of term of business stipulated in these Articles of Association or occurrence of any other trigger for dissolution stipulated in these Articles of Association;

(ii) The Shareholders' general meeting adopts a resolution to dissolve;

(iii) The Company needs to be dissolved for the purpose of merger or division;

(iv) The business license is revoked, or the Company is ordered to close or be eliminated according to applicable law;

(v) Where the Company encounters significant difficulties in business and management, continuous survival may be significantly detrimental to the interests of the shareholders, and the difficulties may not be overcome through other means, shareholders who hold more than 10% of all voting rights of the Company's shareholders may request the people's court to dissolve the Company.

If dissolution causes stipulated in the preceding paragraph occur, the Company shall publicize the dissolution causes through the National Enterprise Credit Information Publicity System within ten days.

Article 1894 Under the circumstance set out in items (i) and (ii) of Article 1880 hereof and assets have not yet been distributed to shareholders, the Company may continue its operation by amending these Articles of Association.

Any amendment to these Articles of Association pursuant to the preceding paragraph shall be subject to approval of two thirds or more of the votes held by the shareholders present at the Shareholders' general meeting.

Article 19082 Where the Company is dissolved under the circumstances set out in items (i), (ii), (iv) and (v) of Article 1880 hereof, it shall be liquidated. The Directors shall be the liquidation obligors of the Company and the liquidation committee shall be established within 15 days from the date of the event leading to liquidation to commence dissolution.

The personnel of the liquidation committee shall consist of ~~the persons determined by the Directors or the Shareholders' general meeting, except where otherwise provided in these Articles of Association or otherwise selected by the resolution at the Shareholders' general meeting. If a liquidation committee fails to be established within the limited time for liquidation, the creditor may apply to the people's court for appointing relevant personnel to form a liquidation committee for liquidation.~~

If a liquidation obligor fails to promptly perform his/her liquidation obligations, causing losses to the Company or creditors, such obligor shall be liable for compensation.

Article 19183 The liquidation committee shall perform the following powers and duties during the period of liquidation:

- (i) to sort out the Company's assets and to prepare a balance sheet and a list of assets;
- (ii) To inform creditors by notice or announcement;
- (iii) To deal with the outstanding businesses of the Company relating to liquidation;
- (iv) To pay off outstanding taxes as well as taxes arising in the course of liquidation;
- (v) To settle claims and liabilities;
- (vi) To ~~handle~~ allocate the remaining assets of the Company after repayment of debts;
- (vii) To represent the Company in civil proceedings

Article 19284 Within 10 days of the establishment of the liquidation committee, the creditors shall be notified and an announcement shall be published in newspapers that meet the conditions prescribed by the CSRC or on the National Enterprise Credit Information Publicity System ~~the media as provided in Article 172 hereof~~ within 60 days. The creditors shall declare their claims to the liquidation committee within 30 days of the date on which the notice is received or 45 days of the date of announcement if the notice is not received.

Creditors who declare claims shall state relevant issues related to the claims and provide proofs. The liquidation committee shall carry out registration of the claims.

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

Article 19385 After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a list of assets, it shall formulate a liquidation proposal and submit it to the Shareholders' general meeting or the people's court for confirmation.

The remaining assets of the Company after paying the costs of liquidation, the employees' salaries, social insurance contributions and legal compensation, taxes and debts of the Company shall be distributed to the shareholders in proportion to their respective shareholding.

During the period of liquidation, the Company shall not engage in any business activity except for those relating to the liquidation. Before liquidation as specified in the preceding paragraphs, the assets of the Company shall not be distributed to shareholders.

Article 19486 In the event the liquidation committee finds that, after taking stock of the Company's property and preparing the balance sheet and list of property, that the assets are insufficient to pay the debts, it shall apply to the people's court for bankruptcy liquidation ~~to declare bankruptcy~~ according to the law.

After the people's court accepts the bankruptcy application ~~declares bankruptcy of the Company~~, the liquidation committee shall hand over the liquidation affairs of the Company to the people's court.

Article 19587 After completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report and submit the same to the Shareholders' general meeting or the people's court for confirmation, then deliver the same to the Company's registration authority to apply for cancellation of the Company's registration ~~and publicly announce the Company's dissolution.~~

Article 18896 Members of the liquidation committee shall perform their liquidation duties with a duty of loyalty and diligence.

Where a member of the liquidation committee fails to perform his or her liquidation duties, causing losses to the Company, he or she shall bear liability for compensation; if losses are caused to creditors due to intent or gross negligence, he or she shall also bear liability for compensation. The members of the liquidation committee shall be faithful in the discharge of their duties and perform their liquidation obligations in accordance with the law.

~~Any member of the liquidation committee shall not take advantage of his/her powers to accept bribes or other illegal payments or embezzle the property of the Company.~~

~~Any member of the liquidation committee shall indemnify the Company or the creditors for the losses arising from his/her intentional or gross negligence.~~

Article 18997 If the Company declares bankruptcy according to law, the Company shall perform bankruptcy liquidation procedures according to the laws relating to bankruptcy of companies.

CHAPTER XI AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 1980 Under any of the following circumstances, the Company shall amend the Articles of Association:

(i) Following the revision of the Company Law or relevant laws and administrative regulations or the securities regulatory rules of the place where the shares of the Company are listed, the matters stipulated in the Articles of Association contradict the provisions of the revised laws and administrative regulations or the securities regulatory rules of the place where the shares of the Company are listed;

(ii) There is any change to the Company's particulars which result in inconsistency with the matters set out in the Articles of Association;

(iii) A Shareholders' general meeting has decided on making amendments to the Articles of Association.

Article 1994 If the amendment to the Articles of Association adopted by resolution of the Shareholders' general meeting is subject to the approval of the competent authority, it shall be reported to the competent authority for approval; if it involves matters of company registration, the registration of the changes shall be made in accordance with the law.

Article 120092 The Board shall amend the Articles of Association in accordance with the resolutions of the Shareholders' general meeting and the comments of the competent authorities on any amendment hereto.

Article 193201 Any amendment to the Articles of Association shall be subject to announcement if so required by the laws and regulations.

CHAPTER XII SUPPLEMENTARY PROVISIONS**Article 194202 Definitions**

(i) Controlling shareholder means a person who holds shares representing more than 50% ~~or more~~ of the entire share capital of the Company, or a person having sufficient voting right in respect of the shares who holds to pose a significant influence on the resolutions of the Shareholders' general meetings despite holding ~~less~~ not more than 50% of the entire share capital of the Company, or controlling shareholder as defined in the securities regulatory rules of the place where the shares of the Company are listed.

(ii) De facto controller means a natural person, legal person or other organization which ~~is not a shareholder but~~ actually possesses the power to direct the acts of the Company through investment, contract or other arrangement.

(iii) Affiliation means the relationship between any controlling shareholder, de facto controller, Director, ~~Supervisor~~ or senior management of the Company and any entity controlled by it/him/her directly or indirectly, or other relationship that may cause any transfer of the benefits of the Company.

(iv) The meaning of the “accounting firm” herein shall be the same as that of the “auditor” in the Hong Kong Listing Rules, the meaning of “Independent Directors” shall be the same as that of “Independent Non-executive Directors” in the Hong Kong Listing Rules, and “Non-independent Directors” mean directors other than Independent Directors (Independent Non-executive Directors) who are members of the Board.

Article ~~195~~203 Subject to the provisions hereof, the Board may formulate detailed rules for implementation of the Articles of Association, provided that such detailed rules shall not conflict with the provisions hereof.

Article ~~196~~204 These Articles of Association shall be prepared in Chinese. In case of any discrepancy between different languages or versions of these Articles of Association and these Articles of Association, the Chinese version of these Articles of Association most recently filed with the Xiamen Municipal Administration for Market Regulation shall prevail.

Article ~~197~~205 In case of any contradictions between these Articles of Association and the provisions of the laws, administrative regulations, normative documents and the securities regulatory rules of the place where the shares of the Company are listed, which were promulgated from time to time, the provisions of the laws, administrative regulations, normative documents and the securities regulatory rules of the place where the shares of the Company are listed shall prevail.

Article ~~198~~206 For purpose of these Articles of Association, the terms “not less than”, ~~and~~ “within” ~~and “not more than”~~ include the given figure, and the terms “~~exceeding less than~~”, “beyond”, “lower than” and “more than” do not include the given figure.

Article ~~199~~207 The Board of the Company shall be responsible for the interpretation of these Articles of Association.

Article ~~200~~8 The exhibits to these Articles of Association include the rules of procedure for the Shareholders’ general meeting ~~and~~ the rules of procedure for the Board ~~and the rules of procedure for the Board of Supervisors~~.

Article ~~209~~4 Upon consideration and approval by the Shareholders’ general meeting, these Articles of Association shall take effect ~~upon implementation from the date of listing of the H Shares of the Company on the Hong Kong Stock Exchange~~.

Xiamen Jihong Co., Ltd
June ~~January~~ 2025~~4~~

Set out below are the proposed amendments to the Rules of Procedures for Shareholders' Meetings.

Xiamen Jihong Co., Ltd
Rules of Procedure for the Shareholders' General Meeting
(~~Draft~~Revised in June 2025)

Chapter 1 General Provisions

Article 1 In order to regulate the conduct of the Company and ensure that the shareholders' general meeting lawfully exercises its powers, these Rules are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Trial Administrative Measures for Overseas Securities Offerings and Listings by Domestic Enterprises, the Guidelines on the Articles of Association of Listed Companies, the Rules for Shareholders' General Meetings of Listed Companies, the Stock Listing Rules of the Shenzhen Stock Exchange, 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 the relevant provisions of the Articles of Association of Xiamen Jihong Co., Ltd (hereinafter referred to as the "Articles of Association").

Article 2 These Rules apply to the convening, proposals, notices and holding of the shareholders' general meetings of the Company.

Article 23 The Company shall convene shareholders' general meetings in strict compliance with the relevant provisions of laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed, the Articles of Association, and these Rules, to ensure that shareholders may exercise their rights in accordance with the law.

The Board of the Company shall faithfully perform its duties and diligently organize the shareholders' general meetings in a timely manner. All directors of the Company shall act with due diligence to ensure the proper convening of the shareholders' general meetings and the lawful exercise of powers.

Article 34 The shareholders' general meeting shall exercise its powers within the scope prescribed by the Company Law and the Articles of Association.

Article 45 The shareholders' general meetings consist of annual general meeting and extraordinary general meeting. The annual general meeting shall be held once every year within six (6) months from the end of the previous financial year.

Extraordinary general meetings shall be convened on an ad hoc basis. The Company shall convene an extraordinary general meeting within two months from the date of the occurrence of any of the following circumstances:

(i) ~~The number of directors is less than 5 or less than two-thirds of the number prescribed in the these Articles of Association; When the number of directors is less than the statutory minimum as stipulated by the Company Law or less than two-thirds of the number specified in the Articles of Association;~~³

(ii) The uncovered losses of our Company reach one-third of its total paid-in share capital;

(iii) The Shareholders with 10% or more shares of the Company separately or jointly request;

(iv) The Board considers it necessary;

(v) The Audit Committee ~~Board of Supervisors~~ proposes that such a meeting shall be held;

(vi) Other circumstances as required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed, or the Articles of Association.

If the shareholders' general meeting cannot be convened within the above time limit, the Company shall report to the Xiamen Bureau of the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") and the Shenzhen Stock Exchange (hereinafter referred to as the "SZSE"), explaining the reasons and making an announcement.

If an extraordinary general meeting is convened in conjunction with the requirements of the securities regulatory rules of the place where the Company's shares are listed, the actual date of the extraordinary general meeting may be adjusted in accordance with the securities regulatory rules of the place where the Company's shares are listed.

Article 56 When the Company convenes a shareholders' general meeting, a solicitor may be engaged to provide legal advice and make announcement on the following issues:

(I) whether the procedures for convening and holding the meeting comply with the laws, administrative regulations, these Rules, and the Articles of Association;

(II) whether the eligibility of persons attending the meeting and the qualification of the convener are lawful and valid;

(III) whether the voting process and voting results are lawful and valid;

(IV) legal advice provided on other issues at the request of the Company.

Chapter 2 Summoning of Shareholders' General Meetings

Article 67 The Board shall convene the shareholders' general meeting on schedule within the time limit specified in Article ~~45~~ of these Rules.

Article 78 Independent Directors shall be entitled to propose to the Board to convene an extraordinary general meeting, subject to the approval of more than half of all independent Directors. Regarding the proposal requesting to convene an extraordinary general meeting by the Independent

Directors, the Board shall, in accordance with the laws, administrative regulations and the Articles of Association, inform in writing whether it agrees or disagrees to convene an extraordinary general meeting within ten (10) days upon receipt of the proposal.

If the Board agrees to convene an extraordinary general meeting, the Board shall issue a notice to convene the meeting within five (5) days after it passed a resolution thereon. If the Board refuses to convene an extraordinary general meeting, the Board shall explain the reason and publish an announcement.~~Independent directors (i.e., independent non-executive directors) shall be entitled to propose to the Board to convene an extraordinary general meeting. Regarding the proposal requesting to convene an extraordinary general meeting by the Independent Directors, the Board shall, in accordance with the laws, administrative regulations and these Articles of Association, inform in writing whether it agrees or disagrees to convene an extraordinary general meeting within ten (10) days upon receipt of the proposal.~~

~~If the Board agrees to convene an extraordinary general meeting, the Board shall issue a notice to convene the meeting within five (5) days after it passed a resolution thereon. If the Board refuses to convene an extraordinary general meeting, the Board shall explain the reason and publish an announcement.~~

Article 89 ~~The Audit Committee~~~~Board of Supervisors~~ shall ~~have the right to~~ propose to the Board to convene an extraordinary general meeting, and shall put forward its proposal to the Board in writing. The Board shall, pursuant to the laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed and ~~the~~ these Articles of Association, inform in writing whether it agrees or disagrees to convene the extraordinary general meeting within ten (10) days upon receipt of the proposal.

If the Board agrees to convene an extraordinary general meeting, it shall issue a notice to convene the shareholders' general meeting within five (5) days after it passed a resolution thereon, provided that no change shall be made to the proposal in such notice without the consent of the Audit Committee~~Board of Supervisors~~.

If the Board does not agree to convene an extraordinary general meeting, or fails to respond in writing within ten (10) days upon receipt of the proposal, the Board shall be deemed to be unable or fail to perform its duties to convene a shareholders' general meeting, and the Audit Committee~~Board of Supervisors~~ may convene and preside over a shareholders' general meeting on its own.

Article 910 Shareholders who individually or collectively hold more than 10% of the shares of the Company shall ~~have the right to~~ request the Board to convene an extraordinary general meeting, and shall submit such request in writing to the Board. The Board shall in accordance with the provisions of laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed and the Articles of Association, provide written feedback on whether or not to convene the extraordinary general meeting within 10 days after receiving the request.

Where the Board agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days after the resolution of the Board is made, and changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

Where the Board does not agree to convene an extraordinary general meeting, or fails to give feedback within 10 days after receiving the request, shareholders ~~who~~ individually or collectively holding more than 10% of the Company's shares ~~who shall have the right to~~ propose to the Audit Committee~~Board of Supervisors~~ to hold an extraordinary general meeting, ~~and~~ shall make a written request to the Audit Committee~~Board of Supervisors~~.

Where the Audit Committee~~Board of Supervisors~~ agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days of receiving the request, and any changes to the original request in the notice shall be subject to the consent of the relevant shareholders.

Where the Audit Committee~~Board of Supervisors~~ fails to issue a notice of the general meeting within the prescribed time limit, it shall be deemed that the Audit Committee~~Board of Supervisors~~ has not convened and presided over the general meeting, and shareholders who individually or collectively hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over it on their own.

Article 1011 Where the Audit Committee~~Board of Supervisors~~ or shareholders decide to convene a Shareholders' general meeting by themselves, they shall notify the Board in writing and file with the stock exchanges~~submit the relevant supporting materials with the relevant branch office of the CSRC where the Company locates and the SZSE at the same time.~~

The Audit Committee or the convener of the general meeting shall submit the relevant supporting documents to the stock exchange when issuing the notice of the general meeting and the announcement of the general meeting resolutions.

Prior to the announcement of the resolution of the Shareholders' general meeting, the shareholding ratio of the convening shareholders shall not be less than 10%.

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

Article 1112 If the Audit Committee~~Board of Supervisors~~ or any shareholder(s) convenes a shareholders' general meeting by itself/themselves, the Board and the Secretary of the Board shall give cooperation.

The Board shall provide the register of shareholders as of the date of record. The Board shall provide the register of shareholders as of the shareholding registration date. If the Board fails to provide the register of shareholders, the convener may apply to the securities registration and clearing institution to obtain it using the relevant announcement of the notice of the shareholders' general meeting. The register of shareholders obtained by the convener shall not be used for any purpose other than convening the shareholders' general meeting.

Article 1213 The expenses necessary for the Shareholders' general meeting convened by the Audit Committee~~Board of Supervisors~~ or the shareholders themselves shall be borne by the Company.

Chapter 3 Proposals and Notices in Respect of Shareholders' General Meeting

Article ~~13~~14 The content of a proposal shall fall within the scope of powers of the shareholders' general meeting, with topics for discussion and specific resolutions, and comply with the relevant laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed and the provisions of the Articles of Association.

Article ~~14~~15 Shareholders who individually or collectively hold more than ~~3~~1% of the shares of the Company may submit an interim proposal in writing to the convener 10 days prior to the convening of the shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting within 2 days after receiving the proposal, and announce the contents of the interim proposal, as well as submit the interim proposals to the shareholders' general meeting for consideration, unless the interim proposals violate the laws, administrative regulations or provisions of the Articles of Association, or do not fall within the scope of the functions and powers of the shareholders' general meeting. If the Shareholders' general meeting is to be postponed for the publication of the supplementary notice of the Shareholders' general meeting in accordance with the provisions in the securities regulatory rules of the place where the Company's shares are listed, the convening of the shareholders' general meeting shall be postponed in accordance with such provisions.

Except for circumstances provided in the above paragraph, the convener, after issuing the notice of the shareholders' general meeting, shall neither modify the proposals stated in the notice of shareholders' general meetings nor add new proposals.

The shareholders' general meeting shall not vote for or pass a resolution on any proposal not stated in the notice of shareholders' general meeting or not complying with the provisions of Article ~~13~~14 hereof.

Article ~~15~~16 The convener shall notify all shareholders in writing (including by way of announcement) 21 days prior to the convening of the annual general meeting, and each shareholder shall be notified in writing (including by way of announcement) 15 days prior to the convening of the extraordinary general meeting.

When calculating the period for issuing the announcement, the date of the meeting shall be excluded.

~~**Article 16** The notice of a Shareholders' general meeting includes the following:~~

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

~~(II) The matters and proposals to be discussed at the meeting;~~

~~(III) In plain language: all Shareholders have the right to attend the general meeting of shareholders, and may entrust a proxy in writing to attend the meeting and vote. Such a proxy does not need to be a shareholder of the Company;~~

~~(IV) The shareholding registration date of the Shareholders entitled to attend the general meeting;~~

~~(V) Name and telephone number of the permanent contact person for conference affairs;~~

~~(VI) Timing and procedures of voting by internet and otherwise.~~

Article 17 The notice and supplementary notice of the shareholders' general meeting shall fully and thoroughly disclose the specific contents of all proposals, as well as all information or explanations necessary for shareholders to make informed judgments on the matters to be discussed. ~~Where independent directors are required to express their opinions on the matters to be discussed, such opinions and reasons shall be disclosed concurrently with the issuance of the notice or supplementary notice of the shareholders' general meeting.~~

Article 18 If the election of any director(s) ~~or supervisor(s)~~ will be discussed at a shareholders' general meeting, the notice of the shareholders' general meeting shall specify the particulars of each director ~~or supervisor~~ candidate, which shall at least include:

(I) educational background, work experience, concurrent posts and other personal information;

(II) whether such candidate is affiliated with the Company or the controlling shareholder and de facto controllers;

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

(IV) whether such candidate has been subject to any penalty imposed by the CSRC or other relevant authorities or any punishment imposed by any stock exchange;

~~(V) other contents required by the CSRC or SZSE and stock exchange of the place where the Company's shares are listed.~~

Except where the director ~~and supervisor~~ will be elected through the cumulative voting system, each director ~~or supervisor~~ candidate shall be nominated by a separate proposal.

Article 19 The notice of the shareholders' general meeting shall specify the meeting time and venue and confirm the shareholding registration date. The interval between the shareholding registration date and the meeting date shall not exceed seven working days. Once confirmed, the shareholding registration date shall not be changed.

Article 20 After the notice of a Shareholders' general meeting has been issued, the Shareholders' general meeting shall not be adjourned or canceled without justifiable reason, and no proposal set forth in the notice of the Shareholders' general meeting shall be canceled. If the meeting needs to be adjourned or canceled, the convener shall publish an announcement and explain the reason at least two (2) working days prior to the originally scheduled date of the meeting. ~~Where the Board or the Board of Supervisors Audit Committee serves as the convener, they shall hold a meeting to deliberate on the cancellation of the Shareholders' general meeting.~~ Where the securities regulatory rules of the place where the Company's shares are listed contain special provisions for procedures regarding the postponement or cancellation of a Shareholders' general meeting, such provisions shall be followed, provided that they do not violate domestic regulatory requirements.

Chapter 4 Convening of ~~and Voting at~~ the Shareholders' General Meeting

Article 21 The Company shall hold the shareholders' general meeting at its domicile or at a location specified in the Articles of Association.

The shareholders' general meeting shall have a physical venue and be held in person, and the Company shall, in accordance with laws, administrative regulations, requirements of the CSRC, or the Articles of Association, adopt secure, cost-effective, and convenient online and other means to facilitate shareholders' participation in the shareholders' general meeting. Shareholders participating in the shareholders' general meeting through the aforementioned means shall be deemed to be present.

Shareholders may attend the shareholders' general meeting in person and exercise their voting rights, or they may appoint a proxy to attend and exercise voting rights within the scope of authorization.

Article 22 The Company shall specify in the notice of the shareholders' general meeting the time and procedures for voting via online or other means.

The starting time for voting via online or other means at the shareholders' general meeting shall not be earlier than 3:00 p.m. on the day prior to the on-site shareholders' general meeting and shall not be later than 9:30 a.m. on the day of the on-site shareholders' general meeting. The ending time shall not be earlier than 3:00 p.m. on the day the on-site shareholders' general meeting concludes.

Article 23 The Board of Directors and other conveners shall take necessary measures to ensure the proper order of the shareholders' general meeting. Acts that disrupt the meeting, cause disturbances, or infringe upon shareholders' lawful rights and interests shall be restrained and promptly reported to relevant authorities for investigation and handling.

Article 24 All shareholders registered on the equity registration date or their proxies shall have the right to attend the shareholders' general meeting and, in accordance with relevant laws, regulations, and the Articles of Association, speak and exercise voting rights at the meeting (unless certain shareholders are required to abstain from voting on specific matters pursuant to the securities regulatory rules of the place where the Shares of the Company are listed). The Company and the convener shall not refuse attendance for any reason. Shareholders attending a Shareholders' general meeting shall have one voting right for each share held. The shares of the Company held by the Company shall have no voting right.

Shareholders may attend the shareholders' general meeting in person or appoint one or more proxies~~a proxy~~ to attend and vote on their behalf. The proxy is not required to be a shareholder of the Company.

Article 25 An individual shareholder who attends the meeting in person shall present his or her identity card or other valid identification documents or certificates that can prove his or her identity, as well as the shareholder account card. Where a proxy is appointed to attend the meeting, the proxy shall present his or her valid identity document and the shareholder's power of attorney.

Corporate shareholders shall be represented by its legal representative or proxies authorized by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove its identity as the legal representative. Proxies authorized to attend the meeting shall present their personal identity cards or the written proxy statement legally issued by the legal representative of the legal person shareholder (except for shareholders who are recognized clearing houses as defined by the relevant regulations in force from time to time under the Hong Kong laws or the securities regulatory rules of the places where the Company's shares are listed (the "**Recognized Clearing Houses**") and their nominees).

Article 26 The power of attorney issued by a shareholder to appoint other persons to attend a Shareholders' general meeting shall specify the following:

(i) name or title of the appointor, and the class and number of shares held in the Company;

(ii) name or title of the proxy;

(iii) specific instructions from the shareholder, including instructions on voting for or against or abstaining from voting on each matter listed on the agenda of the meeting;

~~(i) name of the proxy;~~

~~(ii) whether the proxy has the voting right;~~

~~(iii) instructions on voting for or against or abstaining from voting on each matter listed on the agenda of the meeting;~~

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

(v) signature or seal of the appointer. If the appointer is a corporate shareholder, the common seal of the legal entity shall be affixed.

Article 27 Where the proxy form is signed by a person authorized by the appointer, the written power of attorney or other authorization documents authorizing such person to sign the same shall be notarized. The notarized power of attorney or other authorization documents and the proxy form shall be kept at the domicile of the Company or other location designated in the notice convening the meeting before the meeting at which the proxy form is put to vote is convened or before the designated voting time.

Where the appointer is a legal person, its legal representative or the person authorized by the Board or other governing bodies may attend the Shareholders' general meeting of the Company as a representative of such appointer.

If the shareholder is a Recognized Clearing House (or its nominee), such shareholder may authorize one or more persons it thinks fit to act as its proxy at any Shareholders' general meeting or creditors' meeting. However, if more than one person is appointed as proxies, the proxy form shall clearly state the number and class of shares represented by each of such proxies so authorized. The proxy forms shall be signed by the person authorized by the Recognized Clearing House. The proxies so authorized are entitled to exercise the rights on behalf of the Recognized Clearing House or its

nominees (without presenting a shareholding certificate, notarized authorization and/or further evidence confirming its due authorization), and shall be entitled to the legal rights equivalent to those of the other shareholders, including the right to speak and vote, as if they were individual shareholders of the Company.

~~**Article 28** The Company shall prepare a register of attendance of any Shareholders' general meeting, which shall contain the following information of each attendee: name of the attendee (or name of entity represented by him/her), his/her identity card number and address of domicile, number of voting shares held or represented by him/her and name of shareholder represented by him/her (or name of such shareholder's entity).~~

Article 2928 The convener and the counsels shall jointly verify the legality of the capacity of shareholders based on the register of shareholders as provided by the securities registration and clearing institution, and register the name of and number of voting shares held by each shareholder. Such registration shall be completed before the chairperson of the meeting declares the number of shareholders attending the meeting in person or by proxy and the total number of voting shares held by them.

~~**Article 3029** If the Shareholders' general meeting requires Directors and senior management to attend the meeting, such Directors and senior management shall attend and be available to answer Shareholders' questions. All Directors, Supervisors and the Secretary of the Board shall attend, and the general manager and other senior management shall appear as observers at each Shareholders' general meeting.~~

Article 3130 A Shareholders' general meeting shall be presided over by the Chairman. If the Chairman is unable or fails to perform his/her duties, the vice chairman (if the Company has two or more than two vice chairmen, the one jointly elected by more than half of the Directors shall perform such duties) shall preside over the meeting. In the event that even the vice chairman is unable to or fails to fulfill the duty thereof, the majority of the Directors shall jointly elect a Director to preside over the meeting.

A Shareholders' general meeting convened by the ~~Audit Committee~~ Board of Supervisors shall be presided over by the ~~convener of the Audit Committee~~ chairman of the Board of Supervisors, or if the ~~convener of the Audit Committee~~ chairman of the Board of Supervisors is unable or fails to perform his/her duties, by one ~~member of the Audit Committee~~ Supervisor chosen by more than half of ~~members of the Audit Committee~~ the Supervisors.

A Shareholders' general meeting convened by any shareholder(s) shall be presided over by the convener or a representative appointed by the convener.

When convening a Shareholders' general meeting, if the chairperson of the meeting violates these Rules as a result of which the meeting is unable to proceed, with the consent of a majority of the attending shareholders with voting rights ~~present at the meeting~~, the Shareholders' general meeting may appoint one person as the chairperson to continue the meeting.

Article 3231 At an annual general meeting, the Board ~~and the Board of Supervisors~~ shall report their respective work in the preceding year to the Shareholders' general meeting, and each Independent Director shall deliver a work report.

Article 3332 Except for matters involving the Company's trade secrets that cannot be disclosed at the shareholders' general meeting, directors, ~~supervisors~~ and senior management shall provide explanations in respect of the inquiries and suggestions made by the shareholders at any Shareholders' general meeting.

Article 3433 The chairperson of a shareholders' general meeting shall, before the commencement of a vote, declare the number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, subject to the register of attendance of the meeting.

Article 354 ~~Shareholders (including proxies) shall exercise voting rights based on the number of shares with voting rights as represented by them, and each share shall be entitled to one vote.~~

Article 36 A shareholder interested in any related-party transaction deliberated at a shareholders' general meeting shall abstain from voting on such matter, the voting shares held by such shareholder shall not be counted in the valid total voting shares, and the announcement regarding the resolutions of the shareholders' general meeting shall fully disclose the votes by the non-interested shareholders.

When the shareholders' general meeting proceeds to deliberate such related- party transaction, the interested shareholder shall take the initiative to declare the nature of his/ her interest and abstain from voting; and if he/she fails to do so, other shareholders may request him/her to declare the same and abstain from voting. The convener shall investigate whether such shareholder is an interested shareholder and whether such shareholder should abstain from voting according to the relevant regulations.

An interested shareholder who should abstain from voting may participate in the discussion about such transaction, and provide explanations about the reason for entry into such transaction, particulars of such transaction, and fairness and legality of such transaction at the shareholders' general meeting.

After the end of the shareholders' general meeting, if any shareholder discovers that any interested shareholder participated in the vote on any related-party transaction, or has an objection over the application of the abstention principle, such shareholder shall have the right to bring an action in respect of the relevant resolutions at the people's court in accordance with the provisions of the Articles of Association.

Article 3735 Where material issues affecting the interests of minority shareholders are considered at the Shareholders' general meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.

The shares of the Company held by the Company shall have no voting right, and shall not be included in the total number of shares with voting rights of shareholders present at the Shareholders' general meeting.

If a shareholder purchases shares with voting rights of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised and shall not be counted towards the total number of shares with voting rights present at the Shareholders' general meeting for thirty- six months after the purchase.

If any shareholder is required to abstain from voting on any particular resolution or is restricted to voting only for (or only against) any resolution under applicable laws and regulations and the Hong Kong Listing Rules, any vote cast by such shareholder (or his/her proxy) in contravention of such requirement or restriction shall not be counted towards the total number of shares with voting rights.

The Board of the Company, independent Directors, shareholders holding more than one per cent of the shares with voting rights, or investor protection agencies established in accordance with laws, administrative regulations or the requirements by the CSRC may publicly solicit voting rights from shareholders. The solicitation of voting rights from shareholders shall fully disclose to the solicited parties the information such as the specific voting intentions. Provision of compensation or in a disguised form of compensation is prohibited in soliciting shareholders' voting rights. Except for statutory conditions, the Company shall not impose any minimum shareholding restrictions on the solicitation of voting rights.

Article 386 When electing Directors (excluding ~~non~~-employee representative directors) at a Shareholders' general meeting, the cumulative voting system may be adopted pursuant to the Articles or the relevant resolutions of the Shareholders' general meeting. When a single shareholder of the Company together with its parties acting in concert controls 30% or more interests of the Company, or when two or more independent directors are to be elected at the Shareholders' general meeting, the cumulative voting system shall be adopted.

The cumulative voting system referred to in the preceding paragraph means that, when the shareholders' general meeting elects directors or supervisors, each share shall carry a number of voting rights equal to the number of directors or supervisors to be elected, and the shareholder may cast all of its voting rights cumulatively.

Article 397 Except for the cumulative voting system, votes on proposals shall be taken one by one at a shareholders' general meeting, and if there are different proposals regarding the same matter, vote on such proposals shall be taken in order of time of submission thereof. Unless the shareholders' general meeting is discontinued or fails to adopt any resolution due to any force majeure or other special reasons, the shareholders' general meeting shall not put on hold or refrain from voting on any proposal.

Article 4038 No proposal deliberated at a shareholders' general meeting shall be amended; if any amendment is made, it shall be deemed a new proposal, which shall not be voted on at the same meeting.

Article 3941 The same vote may only be cast once on site, online or by other means, provided that if the same vote is cast more than once, only the first vote will be deemed valid.

Article 402 A shareholder attending any Shareholders' general meeting shall vote for or against or abstain from voting on each proposal submitted to the meeting for voting, except the securities registration and clearing institution, as a nominee holder under the Mainland-Hong Kong Stock Connect Scheme, may make declarations according to the intentions of the actual holders.

In the event of any vote that is uncompleted, erroneously completed or illegible, or fails to be cast, the shareholder casting or failing to cast the same shall be deemed to have waived his/ her voting right, and the voting results of the shares held by him/her shall counted as "abstaining from voting".

In case of different proposals for the same matter, the shareholder or his/her proxy shall not vote in favor of the different proposals for the same matter simultaneously at a shareholders' general meeting.

Article 431 Before voting on any proposal, a shareholders' general meeting shall choose two shareholders' representatives to participate in the votes counting or scrutinizing, provided that no such shareholders' representative shall be a shareholder who is interested in the subject matter of such proposal or his/her proxy.

When voting on any proposal at a Shareholders' general meeting, the counsels (if applicable), shareholders' representatives and individuals designated by the securities regulatory authority (or its listing rules) of the places where the Company's shares are listed shall jointly count and scrutinize the votes cast on such proposal.

The shareholders, who cast votes online or by other means, whether in person or by proxy, shall have the right to check their voting results through the relevant voting system.

Article 442 The on-site voting at a Shareholders' general meeting shall not end before voting online or by other means. The chairperson shall declare the voting and result thereof on each proposal ~~at the meeting site~~, and whether such proposal has been adopted accordingly.

Before the formal declaration of the result of any voting, the Company, teller(s), scrutineer(s), ~~substantial~~ shareholders, network service providers and other persons involved in voting on site, online or by other means at the Shareholders' general meeting shall have the obligation to keep confidential the information related to the voting.

~~**Article 35** The convener of a Shareholders' general meeting shall ensure the meeting proceeds continuously, until the final resolutions have been adopted, and if the meeting is discontinued or fails to adopt any resolution due to any force majeure or other special reasons, necessary measures shall be taken to resume the meeting as soon as practicable or directly terminate the meeting, and announcements shall be made in a timely manner. Meanwhile, the convener shall report to the Xiamen Bureau of the CSRC and the stock exchange.~~

~~Chapter 5 Voting at and Resolutions of the Shareholders' General Meeting~~

Article 43 Resolutions passed at a shareholders' general meeting shall be announced promptly. The announcement shall set out the number of the shareholders and their proxies present at the meeting(s), the total number of voting shares represented by them and the proportion of the total number of the Company's voting shares, the voting method, the voting result of each proposal and the details of each resolution passed.

The Company shall separately tally and announce the attendance and voting results of both shareholders of A shares and shareholders of H shares at the meeting.

Article 44 The announcement on resolutions of a shareholders' general meeting shall specifically indicate any proposal that fails to be adopted at the meeting or any amendment to any resolution of the previous shareholders' general meeting in the corresponding announcement.

Article 45 The Secretary of the Board shall be responsible for preparing minutes of each Shareholders' general meeting, which shall contain, among others:

- (i) time, place and agenda and name of convener of the meeting;
- (ii) names of the chairperson, Directors and senior management that are attendees or observers at the meeting;
- (iii) number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, and proportion of total shares of the Company represented by such shares; and the number of voting shares held by shareholders of A shares and shareholders of H shares attending the Shareholders' general meeting, and proportion of total shares of the Company represented by such shares;
- (iv) course of deliberation of, key points of the opinions expressed and result of voting on each proposal; and the voting breakdown of shareholders of A shares and shareholders of H shares for each resolution;
- (v) inquiries and suggestions made by the shareholders and replies or explanations in connection therewith;
- (vi) names of the counsels, teller(s) and scrutineer(s);
- (vii) other information required by the Articles of Association to be contained in the minutes.

The minutes of the meeting shall be signed by the Directors, the Secretary of the Board, the convener or his/ her proxy attend or present at the meeting and the chairperson, who shall ensure the information contained in the minutes of the meeting is true, accurate and complete. The minutes of the meeting shall be kept together with the register of attendance of the shareholders present, the powers of attorney and valid information on results of voting online or by other means in respect of the meeting for a period of ten (10) years.

Article 46 The convener of a Shareholders' general meeting shall ensure the meeting proceeds continuously, until the final resolutions have been adopted, and if the meeting is discontinued or fails to adopt any resolution due to any force majeure or other special reasons, necessary measures shall be taken to resume the meeting as soon as practicable or directly terminate the meeting, and announcements shall be made in a timely manner. Meanwhile, the convener shall report to the authorities delegated by the CSRC in the place where the Company is located and the stock exchange.

Article 47 If a shareholders' general meeting adopts any resolution on the appointment of Directors, the term of office of the newly appointed Directors shall commence in accordance with the Articles of Association.

Article 48 Where a resolution on the distribution of cash or stock dividends or capitalization of capital reserve is adopted at a Shareholders' general meeting, the Company shall implement the specific plan within two (2) months after the end of the Shareholders' general meeting. If the specific plan cannot be implemented within two (2) months due to the requirements of the laws and regulations and

the securities regulatory rules of the place where the Company's shares are listed, the implementation date of the specific plan may be adjusted accordingly in accordance with such requirements and the actual situation.

Article 49 If the Company repurchases ordinary shares for the purpose of reducing its registered capital by issuing preferred shares to unspecified targets, or repurchases ordinary shares from specific shareholders of the Company by issuing preferred shares to specified targets as a means of payment, the resolution passed by the Shareholders' general meeting on the repurchase of ordinary shares shall be approved by more than two-thirds of the voting rights held by the shareholders attending the meeting.

The Company shall announce the resolution on the repurchase of ordinary shares on the day following the date the resolution is made by the Shareholders' general meeting.

Article 50 Resolutions adopted at the shareholders' general meeting of the Company that violate laws or administrative regulations shall be invalid.

The controlling shareholder and actual controller of the Company shall not restrict or hinder minority investors from exercising their voting rights in accordance with the law, nor shall they harm the lawful rights and interests of the Company and minority investors.

In the event that the convening procedure or voting method of the Shareholders' general meeting violates any of laws, administrative regulations or the Articles of Association, or any resolution of which violates the Articles of Association, the Shareholder is entitled to request the People's Court to revoke the same within 60 days upon the resolution was adopted, except where the procedures for convening a meeting of the shareholders' meeting or the voting method only have some minor defects, which produce no substantial effect on the resolution.

Where the Board, shareholders or other relevant parties dispute the legality of the convener's qualifications, convening procedures, proposal content, or the validity of a resolution of the shareholders' general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court renders a judgment or ruling to annul the resolution or otherwise, the relevant parties shall comply with the resolution of the general meeting. The Company, Directors and senior management shall duly perform their duties and promptly execute the resolutions of the Shareholders' general meeting to ensure the normal operation of the Company.

Where the People's Court renders a judgment or ruling on the relevant matter, the Company shall perform its information disclosure obligations in accordance with the law, administrative regulations, and the requirements of the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the execution once the judgment or ruling becomes effective. If it is necessary to rectify previous matters, the Company shall handle such matters in a timely manner and fulfil the corresponding information disclosure obligations.

~~**Article 4536**—The resolutions of the Shareholders' meeting divided into ordinary resolutions and special resolutions.~~

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

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

~~**Article 4637** The following matters shall be approved by the Shareholders' general meeting through ordinary resolutions:~~

~~(I) Work report of the Board and the Board of Supervisors;~~

~~(II) Plans of earnings distribution and loss make-up schemes drafted by the Board;~~

~~(III) Appointment or dismissal of the members of the Board and the Board of Supervisors, and their payment and payment methods;~~

~~(IV) Annual budgets plan and final accounts plan of the Company;~~

~~(V) Annual report of the Company;~~

~~(IVVI) Other matters other than those approved by special resolution stipulated in the laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, or the Articles of Association.~~

~~**Article 4738** The following matters shall be approved by special resolution at the Shareholders' general meeting:~~

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

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

~~(III) Amendments to the Articles of Association;~~

~~(IV) Purchase or sale of significant assets within a year or any guarantee amount which exceeds 30% of the Company's audited total assets for the latest period;~~

~~(V) Share option incentive plan;~~

~~(VI) Spin-off of the subsidiary for listing;~~

~~(VII) Issuance of shares, convertible corporate bonds, preference shares or other category of securities recognize by the CSRC;~~

~~(VIII) Repurchase of Shares for Purpose of Reduction of Registered Capital;~~

~~(IX) Significant asset reorganization;~~

~~(X) A resolution of the Shareholders' general meeting of the Company to voluntarily withdraw the listing of its shares from trading on the SZSE and/or the Stock Exchange of Hong Kong Limited, and to decide not to trade on the Exchange or to apply for trading or transfer of its shares to other trading venues;~~

~~(XI) Other matters as required by the laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed, and the Articles of Association, and matters approved by ordinary resolution of the Shareholders' general meeting which are believed could materially affect our Company and need to be approved by special resolution.~~

~~**Article 39** Shareholders (including proxies) shall exercise voting rights based on the number of shares with voting rights as represented by them, and each share shall be entitled to one vote.~~

~~Where material issues affecting the interests of minority shareholders are considered at the Shareholders' general meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.~~

~~The shares of the Company held by the Company shall have no voting right, and shall not be included in the total number of shares with voting rights of shareholders present at the Shareholders' general meeting.~~

~~If a shareholder purchases shares with voting rights of the Company in violation of the provisions of Article 63(1) and (2) of the Securities Law, the voting rights of such shares in excess of the prescribed proportion shall not be exercised and shall not be counted towards the total number of shares with voting rights present at the Shareholders' general meeting for thirty-six months after the purchase.~~

~~If any shareholder is required to abstain from voting on any particular resolution or is restricted to voting only for (or only against) any resolution under applicable laws and regulations and the Hong Kong Listing Rules, any vote cast by such shareholder (or his/her proxy) in contravention of such requirement or restriction shall not be counted towards the total number of shares with voting rights.~~

~~The Board of the Company, independent Directors, shareholders holding more than one per cent of the shares with voting rights, or investor protection agencies established in accordance with laws, administrative regulations or the requirements by the CSRC may publicly solicit voting rights from shareholders. The solicitation of voting rights from shareholders shall fully disclose to the solicited parties the information such as the specific voting intentions.~~

~~Provision of compensation or in a disguised form of compensation is prohibited in soliciting shareholders' voting rights. Except for statutory conditions, the Company shall not impose any minimum shareholding restrictions on the solicitation of voting rights.~~

~~**Article 40** Where a shareholder has a connected relationship with any matter to be considered at the shareholders' general meeting, such shareholder shall abstain from voting, and the voting rights attached to the shares held by such shareholder shall not be counted in the total number of voting shares present at the shareholders' general meeting.~~

~~**Article 41** When the shareholders' general meeting proceeds to deliberate such related party transaction, the interested shareholder shall take the initiative to declare the nature of his/ her interest and abstain from voting; and if he/she fails to do so, other shareholders may request him/her to declare the same and abstain from voting. The convener shall investigate whether such shareholder is an interested shareholder and whether such shareholder should abstain from voting according to the relevant regulations.~~

~~An interested shareholder who should abstain from voting may participate in the discussion about such transaction, and provide explanations about the reason for entry into such transaction, particulars of such transaction, and fairness and legality of such transaction at the shareholders' general meeting.~~

~~After the end of the shareholders' general meeting, if any shareholder discovers that any interested shareholder participated in the vote on any related party transaction, or has an objection over the application of the abstention principle, such shareholder shall have the right to bring an action in respect of the relevant resolutions at the people's court in accordance with the provisions of these Articles.~~

~~**Article 42** When the shareholders' general meeting votes to elect directors or supervisors, a cumulative voting system may be adopted in accordance with the Articles of Association of the Company or a resolution of the shareholders' general meeting. Where a single shareholder and its concert parties hold 30% or more of the equity interests in the Company, the cumulative voting system shall be adopted.~~

~~The cumulative voting system referred to in the preceding paragraph means that, when the shareholders' general meeting elects directors or supervisors, each share shall carry a number of voting rights equal to the number of directors or supervisors to be elected, and the shareholder may cast all of its voting rights cumulatively.~~

~~**Article 43** Except for the cumulative voting system, votes on proposals shall be taken one by one at a shareholders' general meeting, and if there are different proposals regarding the same matter, vote on such proposals shall be taken in order of time of submission thereof. Unless the shareholders' general meeting is discontinued or fails to adopt any resolution due to any force majeure or other special reasons, the shareholders' general meeting shall not put on hold or refrain from voting on any proposal.~~

~~**Article 44** No proposal deliberated at a shareholders' general meeting shall be amended; otherwise, the relevant amendment shall be deemed a new proposal, which shall not be voted on at the same meeting.~~

~~**Article 45** The same vote may only be cast once on site, online or by other means, provided that if the same vote is cast more than once, only the first vote will be deemed valid.~~

~~**Article 46** Before voting on any proposal, a shareholders' general meeting shall choose two shareholders' representatives to participate in the votes counting or scrutinizing, provided that no such shareholders' representative shall be a shareholder who is interested in the subject matter of such proposal or his/her proxy.~~

~~When voting on any proposal at a Shareholders' general meeting, the counsels (if applicable), shareholders' representatives and supervisors' representatives shall jointly count and scrutinize the votes cast on such proposal.~~

~~The shareholders, who cast votes online or by other means, whether in person or by proxy, shall have the right to check their voting results through the relevant voting system.~~

~~**Article 47** A shareholder attending any Shareholders' general meeting shall vote for or against or abstain from voting on each proposal submitted to the meeting for voting, except the securities registration and clearing institution, as a nominee holder under the Mainland-Hong Kong Stock Connect Scheme, may make declarations according to the intentions of the actual holders.~~

~~In the event of any vote that is uncompleted, erroneously completed or illegible, or fails to be cast, the shareholder casting or failing to cast the same shall be deemed to have waived his/ her voting right, and the voting results of the shares held by him/her shall counted as "abstaining from voting".~~

~~**Article 48** The on-site voting at a Shareholders' general meeting shall not end before voting online or by other means. The chairperson shall be present at the meeting to declare the voting and result thereof on each proposal, and whether such proposal has been adopted accordingly. Before the formal declaration of the result of any voting, the Company, teller(s), scrutineer(s), substantial shareholders, network service providers and other persons involved in voting on site, online or by other means at the Shareholders' general meeting shall have the obligation to keep confidential the information related to the voting.~~

~~**Chapter 6 – Minutes and Announcements of the Shareholders' General Meeting**~~

~~**Article 489** Resolutions passed at a shareholders' general meeting shall be announced promptly. The announcement shall set out the number of the shareholders and their proxies present at the meeting(s), the total number of voting shares represented by them and the proportion of the total number of the Company's voting shares, the voting method, the voting result of each proposal and the details of each resolution passed.~~

~~The Company shall separately tally and announce the attendance and voting results of both shareholders of domestic shares and shareholders of foreign shares at the meeting.~~

~~**Article 4950** The announcement of the resolutions of a shareholders' general meeting shall specifically indicate any proposal that fails to be adopted at the meeting or any amendment to any resolution of the previous shareholders' general meeting in the corresponding announcement.~~

~~**Article 51** The Secretary of the Board shall be responsible for preparing minutes of each Shareholders' general meeting, which shall contain, among others:~~

~~(i) time, place and agenda and name of convener of the meeting;~~

~~(ii) names of the chairperson, Directors, Supervisors, the Secretary to the Board, the general manager and other senior management that are attendees or observers at the meeting;~~

~~(iii) number of the shareholders attending the meeting in person or by proxy and the total number of voting shares held by them, and proportion of total shares of the Company represented by such shares; and the number of voting shares held by shareholders of domestic shares and shareholders of domestic-listed foreign shares attending the Shareholders' general meeting, and proportion of total shares of the Company represented by such shares;~~

~~(iv) course of deliberation of, key points of the opinions expressed and result of voting on each proposal; and the voting breakdown of shareholders of domestic shares and shareholders of domestic-listed foreign shares for each resolution;~~

~~(v) inquiries and suggestions made by the shareholders and replies or explanations in connection therewith;~~

~~(vi) names of the counsels, teller(s) and scrutineer(s);~~

~~(vii) other information required by these Articles of Association to be contained in the minutes.~~

~~The minutes of the meeting shall be signed by the directors, supervisors, the Secretary of the Board, the convener or his/ her proxy present at the meeting and the chairperson of the meeting, who shall ensure the minutes of the meeting is true, accurate and complete, and be kept together with the register of attendance of the shareholders present, the powers of attorney and valid information on results of voting online or by other means in respect of the meeting for a period of ten (10) years.~~

~~**Article 51** The convener of a Shareholders' general meeting shall ensure the meeting proceeds continuously, until the final resolutions have been adopted, and if the meeting is discontinued or fails to adopt any resolution due to any force majeure or other special reasons, necessary measures shall be taken to resume the meeting as soon as practicable or directly terminate the meeting, and announcements shall be made in a timely manner. Meanwhile, the convener shall report to the authorities delegated by the CSRC in the place where the Company is located and the stock exchange.~~

~~**Chapter 7 Implementation and Supervision of Shareholders' General Meeting Resolutions**~~

~~**Article 52** If a shareholders' general meeting adopts any resolution on the appointment of directors and supervisors, the term of office of the newly appointed directors and supervisors shall commence according to the Articles of Association.~~

~~**Article 53** The Company shall complete profit distribution and capitalization of capital reserve within two months after the plan is considered and approved at the Shareholders' general meeting, or within two months after the Board formulates a specific plan based on the conditions and upper limit for interim cash dividends approved by the annual general meeting. Where a resolution on the distribution of cash or stock dividends or capitalization of capital reserve is adopted at a Shareholders' general meeting, the Company shall implement the specific plan within two (2) months after the end of the Shareholders' general meeting. If the specific plan cannot be implemented within two (2) months due to the requirements of the laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, the implementation date of the specific plan may be adjusted accordingly in accordance with such requirements and the actual situation.~~

~~Article 54~~ Resolutions adopted at the shareholders' general meeting that violate laws or administrative regulations shall be invalid.

~~The controlling shareholder and actual controller of the Company shall not restrict or hinder minority investors from exercising their voting rights in accordance with the law, nor shall they harm the lawful rights and interests of the Company and minority investors.~~

~~If the convening procedures or voting methods of the shareholders' general meeting violate laws, administrative regulations, or the Articles of Association, or if the content of the resolutions violates the Articles of Association, shareholders may request a people's court to revoke such resolutions within 60 days from the date the resolution is made, except where the procedures for convening a meeting of the shareholders' meeting or the board of directors or the voting method only have some minor defects, which produce no substantial effect on the resolution.~~

~~Where the Board, shareholders or other relevant parties dispute the validity of a resolution of the general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court renders a judgment or ruling to annul the resolution or otherwise, the relevant parties shall comply with the resolution of the general meeting. The Company, Directors and senior management shall duly perform their duties to ensure the normal operation of the Company.~~

~~Where the People's Court renders a judgment or ruling on the relevant matter, the Company shall perform its information disclosure obligations in accordance with the law, administrative regulations, and the requirements of the CSRC and the stock exchange, fully explain the impact, and actively cooperate with the execution once the judgment or ruling becomes effective. If it is necessary to rectify previous matters, the Company shall handle such matters in a timely manner and fulfil the corresponding information disclosure obligations.~~

Chapter 35 Supplementary Provisions

Article 551 The terms "above" and "within" as used in these Rules shall include the number itself; the terms "exceed", "less than", and "more than" shall exclude the number itself.

Article 562 Matters not covered in these Rules shall be governed by the relevant laws, administrative regulations, rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association of the Company. In the event of any inconsistency between these Rules and the aforementioned laws, administrative regulations, rules, normative documents, securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association, the latter shall prevail.

Article 573 These Rules are an appendix to the Articles of Association. ~~Upon approval by the shareholders' general meeting of the Company, these~~ These Rules shall become effective upon approval by the shareholders' general meeting of the Company ~~from the date on which the Company's H shares are listed on The Stock Exchange of Hong Kong Limited.~~ These Rules shall be interpreted by the Board of the Company.

Xiamen Jihong Co., Ltd
January, June 2025

Set out below are the proposed amendments to the Rules of Procedures for Meetings of the Board of Directors.

Xiamen Jihong Co., Ltd
Rules of Procedure for the Board of Directors
(~~Draft~~ Revised in June 2025)

Chapter 1 General Provisions

Article 1 In order to further standardize the procedures and decision-making mechanisms of the Board of Xiamen Jihong Co., Ltd (hereinafter referred to as the “Company”), ensure that the directors and the Board effectively fulfill their duties, and improve the standardization and scientific level of decision-making of the Board, these Rules are formulated in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Trial Measures for the Administration of Overseas Securities Offerings and Listings by Domestic Enterprises, the Guidelines on the Articles of Association of Listed Companies, the Code of Corporate Governance of Listed Companies, the Stock Listing Rules of the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and other relevant laws, regulations, and normative documents, as well as the provisions of the Articles of Association of Xiamen Jihong Co., Ltd (hereinafter referred to as the “Articles of Association”).

Article 2 The Board of the Company is a standing body responsible for operational decision-making and business leadership. It is the executive body for resolutions of the shareholders’ general meeting and is directly accountable to the shareholders’ general meeting. In reviewing proposals and making decisions, the Board shall give full consideration to safeguarding the interests of the shareholders and the Company, and shall act strictly in accordance with the law. At all times, no less than one-third of the members of the Board shall be independent non-executive directors, and there shall be no fewer than three independent non-executive directors in total.

Article 3 The Board shall appoint a Secretary of the Board, who is responsible for organizing and convening meetings of the shareholders’ general meeting and the Board, keeping records and documents, handling day-to-day communications between the Company and securities regulatory authorities and shareholders, and managing external information disclosures and other routine matters of the Board. The Company shall appoint a securities affairs representative to assist the Secretary of the Board in performing relevant duties. The Secretary of the Board or the securities affairs representative shall be responsible for keeping custody of the Board’s seal.

The Board of the Company has established four specialized committees: the Audit Committee, the Strategy Committee, the Nomination Committee, and the Remuneration and Appraisal Committee. These specialized committees are accountable to the Board and shall perform their duties in accordance with the Articles of Association of the Company and the authority delegated by the Board. Proposals from the specialized committees shall be submitted to the Board for review and decision. All members of the specialized committees shall be directors. Independent directors (i.e., independent non-executive directors) shall constitute the majority and act as conveners of the Audit Committee, Nomination Committee, and Remuneration and Appraisal Committee. The convener of the Audit Committee shall be an accounting professional, and all members of the Audit Committee shall be non-executive directors who do not hold senior management positions in the Company.

Chapter 2 Board Meeting System

Article 4 Meetings of the Board are categorized into regular meetings and interim meetings.

Article 5 The Board shall meet at least one (1) time each quarter. The Board meetings shall be convened by the Chairman, by giving fourteen (14) days' written notice to all directors ~~and supervisors~~.

Article 6 The Chairman shall, on requisition of the Shareholders representing one tenth (1/10) or more of the voting rights of the Company, or one third (1/3) or more of the directors, or ~~the Board of Supervisors~~ the Audit Committee or when the Chairman/general manager thinks it necessary, convene and preside over an extraordinary Board meeting within ten (10) days after receiving such requisition.

Article 7 To propose the convening of an interim meeting of the Board pursuant to the preceding article, the proposer shall submit a written proposal bearing the proposer's signature or seal either via the Securities Department or directly to the chairman of the Board. The written proposal shall include the following details:

- (I) The name of the proposer;
- (II) The reason for the proposal or the objective grounds on which the proposal is based;
- (III) The proposed time or time frame, venue, and method for convening the meeting;
- (IV) Clear and specific proposals for consideration;
- (V) The proposer's contact information and the date of the proposal.

The content of the proposal shall fall within the scope of authority of the Board as set out in the Articles of Association of the Company, and relevant materials concerning the proposal shall be submitted together with it.

Upon receipt of the above written proposal and relevant materials, the Securities Department shall forward them to the chairman of the Board on the same day. If the chairman considers the content of the proposal to be unclear or unspecific, or the supporting materials to be inadequate, the proposer may be requested to revise or supplement them.

Chapter 3 Procedures for Board Meetings

Article 8 Meetings of the Board shall be convened and presided over by the chairman of the Board; if the chairman is unable or unwilling to perform such duties, the vice chairman shall do so (where the Company has two or more vice chairmen, the vice chairman jointly elected by more than one half of the directors shall perform such duties). If both the chairman and the vice chairman are unable or unwilling to perform such duties, more than half of the directors shall jointly nominate one director to convene and preside over the meeting.

Article 9 For convening regular and interim meetings of the Board, the Securities Department shall give written notice to all directors ~~and supervisors~~ at least 14 days and 3 days in advance, respectively, via personal delivery, mail, fax, email, or other means.

In the event of special circumstances where the Board must make an immediate resolution in the interest of the Company, the chairman or other convener may convene an interim board meeting without being subject to the restrictions on the notice methods and notice period stipulated in the preceding paragraph. However, the chairman or other convener shall provide an explanation at the meeting.

Article 10 A written notice of a Board meeting shall include at least the following information:

(I) The time and venue of the meeting;

(II) The method by which the meeting will be held;

(III) The matters proposed for deliberation (meeting proposals);

(IV) The convener and presider of the meeting, the proposer(s) of the interim meeting, and their written proposal(s);

(V) Meeting materials necessary for directors to cast votes;

(VI) A requirement that directors shall attend the meeting in person or entrust another director to attend on their behalf;

(VII) The contact person and their contact details;

(VIII) The date the notice is issued.

An oral notice of meeting shall at least include items (I), (II), and (III) above, along with an explanation of the urgency necessitating the prompt convening of the interim Board meeting.

Article 11 After a written notice for a regular meeting of the Board has been issued, if there is a need to change the time or venue of the meeting, or to add, modify, or cancel any meeting proposals, a written notice of such changes shall be issued at least 3 days prior to the originally scheduled meeting date, stating the circumstances and relevant content and materials of the new proposals. If the notice period is less than 3 days, the meeting date shall be postponed accordingly or the meeting may proceed as scheduled upon obtaining the consent of all participating directors.

After a notice for an interim meeting of the Board has been issued, if there is a need to change the time or venue of the meeting, or to add, modify, or cancel any meeting proposals, prior consent of all participating directors must be obtained and proper records shall be kept.

Chapter 4 Proposals for Board Meetings

Article 12 When convening a meeting of the Board, the proposer shall submit the proposal content and relevant materials to the Securities Department in accordance with their respective duties or authority.

If the proposal involves a new item not listed in the notice of the Board meeting, the proposer shall submit the proposal to the Securities Department at least 5 days prior to the regular meeting or at least 1 day prior to the interim meeting. The Securities Department shall review the proposal and report to the Chairman of the Board for confirmation on whether to include it in the meeting agenda.

Article 13 Proposals or motions for meetings shall meet the following requirements:

(I) The content shall not conflict with laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed, or the provisions of the Articles of Association, and shall fall within the scope of the Company's operations and the authority of the Board;

(II) There shall be a clear subject and specific resolution matter;

(III) The proposal shall be submitted in written form and delivered to the Securities Department.

Article 14 Where a proposer with the right to submit board proposals intends to submit a proposal to the Board for deliberation that falls within the scope of responsibilities of a specialized committee of the Board, the proposer shall first submit the proposal to the corresponding specialized committee for review.

Article 15 Proposals related to the Company's connected transactions shall include detailed information regarding the basic details of the connected enterprises or connected persons, the nature of their relationship with the Company, the nature of the transaction, the method of transaction, key contents of the relevant agreements, transaction price or pricing method, whether the transaction is beneficial to the Company, and any other contents required or recommended by applicable laws and regulations (including but not limited to the Hong Kong Listing Rules). Where necessary, external advisors, including but not limited to domestic and foreign lawyers, asset appraisers, or independent financial advisers shall be engaged to conduct a review.

Article 16 Proposals related to significant guarantees or borrowings of the Company shall include the amount of the guarantee or borrowing, the basic information and financial status of the party to be guaranteed, the purpose of the borrowing, the term of the guarantee, the type of guarantee, the term of the borrowing, and the impact on the Company's financial structure.

Article 17 During the discussion of a proposal by the Board, if any director has differing opinions on a specific issue or part of the proposal, then in the event that directors vote separately on the modification of that issue or part of the content, the proposal may be amended on the spot at the meeting in accordance with the voting opinions.

Chapter 5 Participants of Board Meetings

Article 18 Board meetings shall be held only when more than half of the directors are present. If any director refuses or fails to attend the meeting, resulting in the minimum quorum requirement not being met, the chairman of the Board and the Secretary of the Board shall promptly report the situation to the regulatory authorities.

~~Supervisors may observe board meetings.~~ The general manager and the Secretary of the Board, if not concurrently serving as directors, shall observe board meetings. Where deemed necessary by the meeting chairperson, other relevant personnel may also be invited to observe board meetings.

Article 19 Directors shall, in principle, attend meetings of the Board in person. If a director is unable to attend a meeting for any reason, they shall review the meeting materials in advance, form a clear opinion, and authorize another director in writing to attend the meeting on their behalf. For matters requiring a vote, the proxy authorization shall clearly state the voting intention—approve, oppose, or abstain—for each item. Directors shall not issue or accept proxy authorizations that are without voting instructions, grant full discretion, or have unclear scope of authorization.

The director attending the meeting as a proxy shall exercise the rights of a director within the authorized scope. If a director neither attends the meeting nor appoints a proxy, it shall be deemed a waiver of voting rights for that meeting.

If any Director has connection with the enterprise involved in the resolution made at a Board meeting, the said Director shall not vote on the said resolution for himself/ herself or on behalf of another Director. The Board meeting may be held when more than half of the disinterested Directors attend the meeting. The resolution of the Board meeting shall be passed by more than half of the disinterested Directors. If the number of disinterested Directors attending the Board meetings is less than three, the issue shall be submitted to the Shareholders' general meeting for consideration. If there are any additional restrictions on directors' participation in and voting at the meetings of the Board in accordance with laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, such provisions shall prevail.

Article 20 The power of attorney shall specify the following:

- (I) The names of the principal and the proxy;
- (II) A brief opinion of the principal on each proposal;
- (III) The scope of authorization granted by the principal and voting instructions on the proposals;
- (IV) The principal's signature, date, etc.

If another director is authorized to sign a written confirmation opinion on periodic reports on behalf of the principal, such authorization shall be explicitly stated in the power of attorney.

The proxy director shall submit the written power of attorney to the chairperson of the meeting and indicate the proxy attendance on the meeting sign-in sheet.

Article 21 The delegation and acceptance of proxies for attending Board meetings shall comply with the following principles:

(I) When deliberating on related-party transactions, non-related directors shall not delegate related directors to attend on their behalf, and related directors shall not accept such delegation from non-related directors;

(II) A director shall not grant a general proxy without indicating his or her own personal opinion and voting intention on the proposals, and no director shall accept a general or ambiguously authorized proxy;

(III) A single director shall not accept delegations from more than two directors at one Board meeting, nor shall a director delegate attendance to another director who has already accepted delegations from two other directors for that meeting;

(IV) Independent directors shall not delegate non-independent directors to attend on their behalf, and non-independent directors shall not accept delegation from independent directors.

Chapter 6 Deliberation Procedures of the Board of Directors

Article 22 ~~In principle, Board meetings may be convened and voted by means of physical meetings and communication devices, and a combination of both of them shall be held on-site. When necessary, and provided that directors are ensured full opportunity to express their opinions, the meeting may also be convened via video, telephone, fax, email voting, or other means with the consent of the convener (chairperson) and the proposer. Board meetings may also be held through a combination of on-site and other methods.~~

For meetings not held on-site, directors who appear via video, express opinions during teleconferences, submit valid votes by fax or email within the specified time, or later provide written confirmation of having participated in the meeting shall be counted as attendees. If a director participating in a remote meeting cannot sign the resolution immediately, a verbal vote shall be taken and the written signature procedure shall be completed as soon as possible. A director's verbal vote shall carry the same legal effect as a written signature; however, the subsequent written signature must be consistent with the verbal vote made during the meeting. If a director's written signature submitted after the meeting is inconsistent with their verbal vote, the Board shall conduct a new written vote on the matter.

Article 23 The meeting shall be conducted under the chairperson's presiding authority, proceeding item by item according to the agenda and proposals included in the meeting schedule. For the matters on the agenda, the chairperson may, depending on the actual situation, adopt a method of presenting reports first, followed by collective deliberation and voting, or, for more complex items, adopt a method of presenting, deliberating, and voting on each item individually. The Board shall allocate reasonable discussion time for each agenda item.

Article 24 The meeting chairperson shall request the directors attending the Board meeting to express clear opinions on each proposal. ~~For proposals that, in accordance with regulations, require prior approval by the independent directors, the chairperson shall designate one independent director to read aloud the written consent reached by the independent directors before discussion of the relevant proposal begins.~~

If a director obstructs the normal conduct of the meeting or disrupts other directors' speech, the meeting chairperson shall promptly intervene to stop such behavior.

Unless unanimous consent is obtained from all directors attending the meeting, the Board shall not vote on proposals that were not included in the meeting notice. A director who is attending the meeting as a proxy for another director shall not vote on any proposal not included in the meeting notice on behalf of that director.

If a proposal included in the agenda of the Board meeting is requested to be withdrawn by the proposer before it is put to a vote, deliberation on that proposal shall be immediately terminated.

Article 25 Directors shall carefully review the relevant meeting materials and express their opinions independently and prudently based on a full understanding of the matters at hand.

Before the meeting, directors may obtain the information necessary for decision-making by consulting the Securities Department, the meeting convener, the general manager and other senior management members, the specialized committees, accounting firms, law firms, and other relevant personnel and institutions. During the meeting, directors may also propose to the chairperson that representatives of the aforementioned personnel and institutions be invited to attend the meeting to provide explanations.

Article 26 After full discussion of each proposal, the chairperson shall, at an appropriate time, call upon the attending directors to vote. The chairperson may also decide to call for a vote on all proposals after the discussion of all meeting agenda items has been completed.

Voting at the meeting shall be conducted by recorded vote, one person one vote; unless a majority of the attending directors agree to vote by a show of hands, the meeting of the Board shall adopt written voting.

Directors may vote in favor, against, or abstain. Participating directors shall choose one of the aforementioned options. If no option is selected or if more than one option is selected, the chairperson shall request the director in question to reselect; if the director refuses to do so, the vote shall be deemed an abstention. If a director leaves the meeting midway and does not return or make a selection, the vote shall also be deemed an abstention.

Article 27 The Secretary of the Board shall be responsible for organizing the preparation of ~~the Board~~ voting ballots where the Board adopts written voting. The voting ballots shall include at least the following information:

- (I) The session, date, and venue of the Board meeting;
- (II) The name of the director;
- (III) The matters to be deliberated and voted on;
- (IV) Instructions for casting votes in favor, against, or abstaining;
- (V) Other matters that need to be recorded.

Article 28 The voting ballots shall be distributed to the directors attending the meeting by the Secretary of the Board before voting on the matters under deliberation, and the Secretary of the Board shall be responsible for collecting the ballots after voting is completed.

If the Board adopts resolutions via fax, the Secretary of the Board shall be responsible for delivering the voting ballots together with the meeting notice to each director.

A director who is authorized to vote on behalf of another director shall hold one voting ballot for themselves and one for each director they represent, and the section of the voting ballot for the represented director's name shall be marked with "Voting on behalf of Director [Name]".

The voting ballots shall be kept as corporate records by the Secretary of the Board in accordance with the relevant provisions of the Company's archives management system for a period of ten years.

Article 29 After the attending directors complete voting, the relevant staff of the Securities Department shall promptly collect the directors' voting ballots for statistics and submit them to the Secretary of the Board for tabulation under the supervision of a supervisor or an independent director.

For meetings held on-site, the meeting chairperson shall announce the voting results on the spot. In other cases, the meeting chairperson shall instruct the Secretary of the Board to notify the directors of the voting results before the end of the next working day following the conclusion of the designated voting period.

Votes cast by directors after the meeting chairperson has announced the voting results or after the designated voting period has ended shall not be counted.

Article 30 If the meeting chairperson has any doubt about the result of a resolution submitted for a vote, they may conduct a count of the votes. If a vote recount is conducted, any director present at the meeting who has an objection to the result announced by the meeting chairperson shall have the right to request an immediate recount after the announcement of the voting results, and the meeting chairperson shall promptly conduct the recount.

Article 31 A resolution of the Board must be passed by more than half of all directors. Where laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association provide that a resolution of the Board shall be passed by a greater number of directors, such provisions shall prevail.

Where the Board adopts a resolution on guarantee matters within its authority in accordance with the Articles of Association, in addition to approval by more than half of all directors, the resolution must also be approved by more than two-thirds of the directors present at the meeting.

Article 32 Under the following circumstances, a director shall abstain from voting on the relevant proposal:

(I) Circumstances in which directors are required to abstain under the Company Law and other laws, regulations, and the securities regulatory rules of the place where the Company's shares are listed;

(II) Circumstances in which the director personally believes they should abstain;

(III) Other circumstances as provided in the Articles of Association or the securities regulatory rules of the place where the Company's shares are listed, where the director has a connected relationship with the enterprise involved in the meeting proposal and must abstain.

Where a director abstains from voting, the relevant meeting of the Board may be held with the attendance of more than half of the disinterested directors, and a resolution may be passed with the approval of more than half of the disinterested directors present. If the number of disinterested directors present at the meeting is fewer than three, the relevant proposal shall not be voted on by the Board and must be submitted to the shareholders' general meeting for consideration.

Article 33 The Board shall strictly act within the authorization granted by the shareholders' general meeting and the Articles of Association, and shall not make decisions beyond its authority.

Article 34 Where directors hold differing views on a specific issue or part of a proposal, a separate vote may be conducted on the amendment to that issue or part. Such amendment shall be passed by more than half of all directors.

The Board shall conduct a roll-call vote again on the amended proposal based on the voting opinions.

Article 35 Where the Board is required to make a resolution on matters related to the Company's profit distribution, it may first notify the certified public accountant of the proposed distribution plan to be submitted for Board review and request the issuance of a draft audit report (with all other financial data unrelated to the distribution already finalized).

Article 36 Where a proposal is not approved, the Board shall not re-consider the same proposal within one month unless significant changes have occurred in the relevant conditions and factors.

Article 37 Where more than half of the attending directors or at least two independent directors believe that the proposal is unclear, insufficiently specific, or that they are unable to make a judgment on the relevant matter due to incomplete meeting materials or other reasons, the meeting chairperson shall request that the vote on the agenda item be postponed.

Directors proposing the postponement shall clearly specify the conditions that must be met for the proposal to be resubmitted for deliberation.

Article 38 A resolution of the Board shall include the following contents:

(I) the session of the meeting, the time and method the meeting notice was sent, the time and venue of the meeting, the name of the convener (chairperson), and a statement on whether the meeting complies with relevant laws, administrative regulations, departmental rules, and the Articles of Association;

(II) the number of directors who were supposed to attend, the actual number of directors present, the number and names of directors who appointed proxies or were absent, the reasons for absence, and the names of proxy directors;

(III) the name of the proposer;

(IV) the proposals deliberated at the meeting and the key points of directors' remarks on the relevant proposals;

(V) the voting method and results (the voting results shall specify the number of votes in favor, against, or abstained). In the case of connected transactions, the names of directors required to abstain from voting, the reasons for abstention, and their actual abstention shall be specified;

(VI) the principal matters approved by the vote;

(VII) the signatures of the attending directors, indicating whether they voted in favor, against, or abstained. Directors voting against or abstaining may state the reasons.

Resolutions of the Board shall be confirmed by the signatures of the attending directors. The attending directors shall ensure that the contents of the Board resolution are true, accurate, and complete, without any false records, misleading statements, or material omissions.

Article 39 Directors shall bear responsibility for the resolutions of the Board. Where a resolution of the Board violates laws, administrative regulations, departmental rules, normative documents, or the Articles of Association and causes the Company to suffer significant losses, the directors participating in the resolution shall be liable for compensation to the Company; however, a director who can prove that they expressed dissent at the time of voting and such dissent was recorded in the minutes of the meeting may be exempt from liability.

Article 40 If the content of a resolution of the Board violates laws or administrative regulations, shareholders shall have the right to request the People's Court to declare it invalid.

Where the procedure for convening the Board meeting, the voting method, or the content of the resolution violates laws, administrative regulations, or the Articles of Association, shareholders shall have the right to request the People's Court to revoke the resolution within 60 days from the date of its adoption.

If the Company has completed a change registration based on a Board resolution that is later declared invalid or revoked by the People's Court, the Company shall apply to the company registration authority to revoke the change registration.

Article 41 Board meetings held on-site or via video, telephone, or other means may be recorded in full as needed. If a Board meeting is to be recorded, the persons that attend and observe such meeting shall be informed in advance.

Article 42 The Secretary of the Board shall arrange for staff from the Securities Department to take minutes of the Board meetings. The meeting minutes shall include the following:

(I) The date, venue, and the name of conveners of the meeting;

(II) The name of attending directors and directors (proxies) who have been appointed by other directors to attend the Board meeting;

(III) The agenda of the meeting;

(IV) The summary of opinions expressed by the directors;

(V) The voting method and result of each resolution (indicating the number of votes in favor, against, and abstentions);

~~(I) The session number, time, venue, and format of the meeting;~~

~~(II) The issuance status of the meeting notice;~~

~~(III) The convener and chairperson of the meeting;~~

~~(IV) The attendance of directors, both in person and by proxy;~~

~~(V) The proposals discussed at the meeting, the key points and main opinions expressed by each director regarding the relevant matters, and their voting intentions on the proposals;~~

~~(VI) The voting method and result of each proposal (indicating the number of votes in favor, against, and abstentions);~~

(VII) Other matters that participating directors believe should be recorded.

If, due to objective reasons, the meeting minutes cannot be finalized immediately after the meeting concludes, the Secretary of the Board shall be responsible for finalizing the minutes within three days after the meeting and shall promptly arrange for the directors to sign them as a supplement.

If the Secretary of the Board indeed made errors or omissions in the minutes, the Secretary of the Board shall make the necessary corrections, and the directors shall sign the revised minutes.

Article 43 In addition to the meeting minutes, the Secretary of the Board may, as needed, arrange for the staff of the securities department to prepare a concise meeting summary of the conduct of the meeting and prepare a separate record of resolutions formed at the meeting based on the compiled voting results.

Article 44 The attending directors shall sign to confirm both the meeting minutes and the record of resolutions on behalf of themselves and the directors who authorized them to attend the meeting on their behalf. If a director has a different opinion on the meeting minutes or the record of resolutions, they may provide a written explanation at the time of signing. When necessary, a public statement may also be issued.

If a director neither signs to confirm in accordance with the preceding paragraph nor provides a written explanation of their dissenting opinion, they shall be deemed to have fully agreed with the content of the meeting minutes and the record of resolutions.

Article 45 The chairman of the Board shall supervise the relevant personnel in implementing the resolutions of the Board, check the implementation status of the resolutions, and report the execution status of the adopted resolutions at subsequent Board meetings.

Article 46 The archives of Board meetings, including meeting notices and materials, the attendance register, letters of authorization for proxy attendance by directors, ballots, meeting minutes confirmed by the signatures of the attending directors, meeting resolutions, etc., shall be kept by the Secretary of the Board.

The retention period for Board meeting archives shall be ten years.

Article 47 The directors,~~supervisors~~, and attendees that observe the meeting shall properly keep the meeting documents. Prior to the official public disclosure of the relevant resolutions of the meeting, all participants of the meeting shall bear the responsibility and obligation to maintain the confidentiality of the meeting documents and all content deliberated during the meeting.

Chapter 7 Supplementary Provisions

Article 48 Unless otherwise specified in these Rules, the term “above” includes the number itself, while the term “exceeding” does not include the number itself.

Article 49 Any matters not covered in these Rules shall be handled in accordance with the relevant laws, regulations, rules, normative documents, the securities regulatory rules of the place where the Company’s shares are listed, and the relevant provisions of the Articles of Association. In case of any discrepancy between these Rules and the relevant laws, regulations, rules, normative documents, the securities regulatory rules of the place where the Company’s shares are listed, and the relevant provisions of the Articles of Association, the relevant laws, regulations, rules, normative documents, the securities regulatory rules of the place where the Company’s shares are listed, and the relevant provisions of the Articles of Association shall prevail.

Article 50 ~~These Rules shall be interpreted by the Board.~~

~~**Article 51**—These Rules constitute an appendix to the Articles of Association and shall come into effect and be implemented upon approval by the shareholders’ general meeting and from the date on which the H shares issued by the Company are listed on The Stock Exchange of Hong Kong Limited. These Rules shall be interpreted by the Board.~~

Xiamen Jihong Co., Ltd
June ~~January~~ 20254

Set out below are the proposed amendments to the System for the Administration on External Investments (對外投資管理制度).

Xiamen Jihong Co., Ltd
System for the Administration on
External Investments
(Revised in June 2025)

Chapter 1 General Provisions

Article 1 To regulate the external investment activities of Xiamen Jihong Co., Ltd (hereinafter referred to as the “Company”), enhance investment efficiency, prevent external investment risks, and effectively and reasonably utilize investment funds, this system is formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Stock Listing Rules of the Shenzhen Stock Exchange (hereinafter referred to as the “Listing Rules”), the Self-regulatory Guidelines No. 1 for Listed Companies on the Shenzhen Stock Exchange – Standardized Operation of Listed Companies on Main Board, and other relevant laws, regulations, and normative documents, in conjunction with the Articles of Association of Xiamen Jihong Co., Ltd (hereinafter referred to as the “Articles”) and the actual circumstances of the Company.

Article 2 For the purposes of this system, external investment refers to various forms of investment activities carried out by the Company by contributing a certain amount of monetary funds, equity, or appraised tangible or intangible assets in order to obtain future returns.

Article 3 According to the length of the investment period, the Company’s external investments are categorized into short-term investments and long-term investments. Short-term investments mainly refer to investments purchased by the Company that can be realized at any time and are held for no more than one year (inclusive), including various stocks, bonds, funds, dividend-paying insurance products, and entrusted wealth management. Long-term investments mainly refer to investments with a term exceeding one year that cannot be readily realized or are not intended to be realized, including bond investments, equity investments, and other types of investments, which include but are not limited to the following:

(I) ~~Economic entities established individually or jointly with others, such as companies~~Enterprises~~independently established by the Company within or outside the PRC, or business projects independently funded by the Company;~~

(II) ~~Purchase, sale, or exchange of equity in other companies~~Joint ventures or cooperative~~companies or development projects established by the Company together with other independent legal entities or natural persons within or outside the PRC;~~

(III) ~~Increase or decrease in external equity investments~~Equity participation in other independent~~legal entities within or outside the PRC;~~

(IV) Investment in trading financial assets and available-for-sale financial assets;

(V) Other external investment matters stipulated by laws, regulations, normative documents, and the Articles of Association. ~~Leasing of operating assets, entrusted operation, or co-operation in operation with other parties;~~

~~(V) Acquisition and merger of equity in other companies.~~

Article 4 Basic principles to be followed in investment management: the Company's investments shall comply with the laws and regulations of the State and be consistent with national industrial policies; comply with the provisions of the Articles of Association and other corporate governance systems; comply with the relevant requirements of government regulatory authorities and the stock exchange; align with the Company's development strategies and plans, reasonably allocate corporate resources, and generate sound economic benefits; meanwhile, risks must be prudently considered to ensure the safe operation of funds.

Article 5 This system applies to the Company, its wholly-owned subsidiaries, controlling subsidiaries, and associates in which the Company has de facto control. ~~For the purposes of this system, subsidiaries refer to wholly-owned subsidiaries, controlling subsidiaries, and associates in which the Company has de facto control.~~

Chapter 2 Approval Authority for External Investment

Article 6 The Company's external investments shall be subject to professional management and a hierarchical approval system.

Article 7 For the Company's external investments that meet any of the following criteria, the Board shall submit the matter to the shareholders' general meeting for consideration:

(I) The total assets involved in the transaction account for more than 50% of the Company's total assets as per the latest audited financial statements; where both book value and appraised value exist for the assets involved in the transaction, the higher of the two shall prevail;

(II) The net assets of the subject matter of the transaction (such as equity) account for more than 50% of the Company's net assets as per the latest audited financial statements and the absolute amount exceeds RMB50 million; where both book value and appraised value exist for the net assets involved in the transaction, the higher of the two shall prevail;

(III) The operating revenue related to the subject matter of the transaction (such as equity) for the most recent fiscal year accounts for more than 50% of the Company's audited operating revenue for the same fiscal year and the absolute amount exceeds RMB50 million;

(IV) The net profit related to the subject matter of the transaction (such as equity) for the most recent fiscal year accounts for more than 50% of the Company's audited net profit for the same fiscal year and the absolute amount exceeds RMB5 million;

~~(VHH)~~ The transaction consideration (including debts and expenses assumed) accounts for more than 50% of the Company's net assets as per the latest audited financial statements and the absolute amount exceeds RMB50 million;

~~(VIIV)~~ The profit generated from the transaction accounts for more than 50% of the Company's audited net profit for the most recent fiscal year and the absolute amount exceeds RMB5 million;

~~(V)~~ The operating revenue related to the subject matter of the transaction (such as equity) for the most recent fiscal year accounts for more than 50% of the Company's audited operating revenue for the same fiscal year and the absolute amount exceeds RMB50 million;

~~(VI)~~ The net profit related to the subject matter of the transaction (such as equity) for the most recent fiscal year accounts for more than 50% of the Company's audited net profit for the same fiscal year and the absolute amount exceeds RMB5 million.

Where the data involved in the above indicators are negative, the absolute values shall be used for calculation.

Article 8 For any external investment by the Company that meets any of the following criteria, the matter shall be submitted to the Board for consideration:

- (I) The total assets involved in the transaction account for 10% or more of the Company's total assets as per the latest audited financial statements; where both book value and appraised value exist for the assets involved in the transaction, the higher of the two shall prevail;
- (II) The net assets of the subject matter of the transaction (such as equity) account for 10% or more of the Company's net assets as per the latest audited financial statements and the absolute amount exceeds RMB10 million; where both book value and appraised value exist for the net assets involved in the transaction, the higher of the two shall prevail;
- (III) The operating revenue related to the subject matter of the transaction (such as equity) for the most recent fiscal year accounts for more than 10% of the Company's audited operating revenue for the same fiscal year and the absolute amount exceeds RMB10 million;
- (IV) The net profit related to the subject matter of the transaction (such as equity) for the most recent fiscal year accounts for more than 10% of the Company's audited net profit for the same fiscal year and the absolute amount exceeds RMB1 million.
- (V) The transaction consideration (including the debts and expenses to be assumed) accounts for more than 10% of the Company's net assets as per the latest audited financial statements, and the absolute amount exceeds RMB10 million;
- (VI) The profit generated from the transaction accounts for more than 10% of the Company's audited net profit for the most recent fiscal year, and the absolute amount exceeds RMB1 million.

For the calculation of the above indicators, if any relevant data is negative, its absolute value shall be used for calculation.

Where the subject matter of the transaction is equity and the purchase or sale of such equity will result in a change to the scope of the Company's consolidated financial statements, the total assets and operating revenue of the target company corresponding to such equity shall be deemed as the total assets involved in the transaction and the operating revenue related to the transaction subject.

If the Company conducts transactions of the same type related to the same transaction subject within twelve months, such transactions shall be aggregated for the purpose of applying the provisions of Articles 7 and 8 herein. Transactions that have already been reviewed in accordance with Articles 7 and 8 shall no longer be included in the scope of such aggregation.

Article 9 For external investment matters other than those that shall be submitted to the Board or the shareholders' general meeting for review and approval, such matters shall be approved by the chairman or the general manager after completion of the review procedures in accordance with this system. If there are special provisions stipulated by the CSRC or the ~~Shenzhen Stock Exchange~~ stock exchange where the Company is listed in respect of external investments made by the Company, such provisions shall prevail.

Article 10 In the case of entrusted wealth management where it is difficult to perform the review procedures and disclosure obligations for each individual investment transaction due to transaction frequency and timeliness requirements, the Company may make reasonable forecasts for the investment scope, amount and term, and determine the proportion of the amount to net assets in accordance with Articles 7 and 8 of this system.

The term for using the relevant amount shall not exceed twelve months, and at any time within such term, the transaction amount (including the relevant amount reinvested with the income generated from the foregoing investments) shall not exceed the investment amount.

Where the Company conducts entrusted wealth management with related parties, the entrusted wealth management amount shall also be used as the calculation standard, and the relevant provisions on connected transactions under the Listing Rules shall apply.

Article 11 For investments within the scope permitted by laws and regulations, including investments in tradable stocks, futures, options, foreign exchange, investment funds and other financial derivatives, entrusted wealth management, venture capital and other similar investment matters, such matters shall be reviewed and approved by the Board and then submitted to the shareholders' general meeting for consideration, and shall obtain the consent of more than two-thirds of all Directors and more than two-thirds of the independent Directors. The approval authority for the investment matters mentioned in the preceding paragraph shall not be delegated to any individual Director of the Company or other members of the management.

Chapter 3 Organizational and Management Structure for External Investments

Article 12 The shareholders' general meeting, the Board, the chairman and the general manager shall be the decision-making bodies for the Company's external investments, each of which shall make decisions on the Company's external investments within their respective authority.

Article 13 The strategy committee of the Board shall serve as the dedicated deliberative body for the Company's external investments, responsible for overall planning, coordination and organization of the analysis and research of external investment projects, and providing recommendations for decision-making.

Article 14 The general manager of the Company shall be the principal person responsible for the implementation of external investments, and shall be responsible for collecting, collating and conducting preliminary evaluation of information on new investment projects, proposing investment suggestions, and reporting the investment progress to the Board in a timely manner to facilitate timely decision-making by the Board and the shareholders' general meeting.

Article 15 The investment department shall be the relevant department of the Company in charge and shall be specifically responsible for collecting information on investment projects, preparing project proposals and feasibility study reports, applying for project approval and establishment, supervising, coordinating the implementation process of projects, and conducting evaluations upon project completion.

Article 16 The finance department of the Company shall be the daily financial management department for external investments. Once an external investment project of the Company is determined, the finance department shall be responsible for raising funds, coordinating with relevant parties to handle procedures such as capital contribution, business registration, tax registration, and bank account opening, etc., and related procedural work, and shall implement strict borrowing, approval and payment procedures.

Article 17 For investment projects with high technical specialization or relatively large scale, a dedicated project feasibility study team shall be formed to carry out preliminary work.

Article 18 The general manager shall take the lead in reviewing and evaluating the project plan or analysis report.

Chapter 4 Decision-making Management For External Investments

Section 1 Short-term Investments

Article 19 Decision-making procedures for the Company's short-term investments:

- (I) The department in charge shall be responsible for the preliminary selection of investment opportunities and targets, and shall prepare the short-term investment plan based on the profitability of the investment targets;
- (II) The finance department shall be responsible for providing information on the Company's cash flow status;
- (III) The short-term investment plan shall be implemented upon completion of the approval procedures according to the approval authority.

Article 20 The finance department shall be responsible for timely recording short-term investments by category, quantity, unit price, accrued interest, purchase date, etc., and for carrying out the relevant accounting treatment.

Article 21 Where the Company engages in securities investment, it must implement a joint control system involving the general manager and the securities department, and operations must be conducted by at least two personnel jointly. Securities investment operators shall be separated from personnel responsible for funds and financial management, with mutual checks and balances. No individual shall have sole access to investment assets. Any deposit or withdrawal of investment assets must bear the joint signatures of two persons subject to mutual checks and balances.

Article 22 Short-term marketable securities purchased by the Company must be recorded under the Company's name on the date of purchase.

Article 23 The finance department of the Company shall be responsible for periodically verifying the use and balance of funds for securities investments. Interest and dividends received shall be promptly recorded in the accounts.

Article 24 When the Company conducts entrusted wealth management, it shall select qualified professional wealth management institutions with sound credit standing, good financial conditions, no adverse credit records, and strong profitability as trustees. A written contract shall be signed with the trustee to specify the amount, term, type of investment, rights and obligations of both parties, and legal liabilities.

Article 25 The Board of the Company shall designate personnel to monitor the progress and security status of the entrusted wealth management. In the event of any irregularities, a report shall be made promptly to the Board and the Board Secretary shall be informed to enable the Board to take timely measures to recover funds and prevent losses, and for the Board Secretary to properly handle related information disclosure.

Section 2 Long-term Investment

Article 26 The investment department of the Company shall be responsible for implementing full-process guidance and control for investment projects, and shall work together with the finance department to conduct a preliminary evaluation of investment projects, propose investment recommendations, and submit them to the general manager for preliminary review.

Article 27 Upon passing the preliminary review, the investment department shall, in accordance with the project investment proposal, conduct research and analysis on the investment project, prepare a feasibility study report and relevant letters of intent for cooperation, and submit them to the securities department and the strategic committee.

Article 28 After the securities department and the strategic committee have reviewed and approved the feasibility study report and relevant cooperation agreements, these shall be submitted to the general manager for further review. Upon the general manager's review, the investment plan shall be implemented in accordance with the approval authority and procedures.

Article 29 Approved external investment projects shall be implemented by the relevant departments of the Company as authorized by the investment approval authority.

Article 30 The management team of the Company shall be responsible for supervising the operation and management of the projects.

Article 31 For long-term investment projects, an investment contract or agreement shall be entered into with the investee. Such long-term investment contract or agreement must be reviewed by the Company's legal advisor or legal department before it may be executed externally.

Article 32 The finance department of the Company shall be responsible, in coordination with the relevant management departments and personnel, for investing cash, physical assets, or intangible assets in accordance with the provisions of the long-term investment contract or agreement. For investments involving physical assets, handover procedures must be completed, with the consent of the asset-using department and the management department.

Article 33 Experts or intermediary institutions may be engaged to conduct feasibility analysis and assessment for major investment projects.

Article 34 Based on the investment projects determined by the Company, the investment department of the Company shall prepare corresponding implementation, construction, and development plans, provide guidance, supervision, and control over project implementation, participate in project audit, termination (or suspension), liquidation and handover, and conduct investment evaluation and summary.

Article 35 A quarterly reporting system shall be implemented for investment projects. The investment department of the Company shall compile quarterly reports on the progress of investment projects, the execution and use of investment budgets, the status of cooperation parties, operating conditions, existing issues, and recommendations, and shall promptly report to the general manager. During the execution of investment construction, the investment budget may be reasonably adjusted according to changes in implementation, and any adjustments to the investment budget must be approved by the original investment approval authority.

Article 36 The ~~supervisory committee~~ audit committee, audit department, and finance department of the Company shall, in accordance with their respective responsibilities, supervise the investment projects, promptly provide corrective opinions for any violations, and submit special reports on major issues for discussion and handling by the investment approval authority.

Article 37 A sound archival management system shall be established for investment projects. From project pre-selection to project completion and handover (including project suspension), the archival materials shall be organised and filed by the securities department.

Section 3 Overseas Investment

Article 38 When conducting overseas investment, the Company shall comply with the laws and regulations, business rules, and cultural customs of both China and the country (or region) where the investment is made, operate in compliance with the law, and pursue orderly development.

~~**Article 39** Pursuant to the Administrative Measures for Overseas Investment promulgated by the Ministry of Commerce (Order No. 3 of 2014) and the Administrative Measures for Enterprise Overseas Investment issued by the National Development and Reform Commission (Order No. 11 of 2017), the Company shall obtain approval or complete filing with the aforesaid departments prior to carrying out any overseas investment.~~

~~**Article 40** The investment department of the Company shall be responsible for coordinating with relevant management departments and personnel to apply to the competent overseas investment authorities for the required approval or filing procedures for overseas investment.~~

~~**Article 41** The relevant management departments of the Company shall be responsible for supervising the status of approval or filing procedures required for overseas investment. Overseas investment projects for which such procedures have not been fully completed shall be strictly restricted from implementation.~~

Article 4239 The investment department of the Company shall regularly conduct follow-up analysis of overseas investment projects under implementation and operation, and shall promptly report to the relevant management departments based on changes in the external environment and the circumstances of the projects themselves. In the event of any significant adverse changes that may affect the achievement of the investment objectives, it shall study the initiation of suspension, termination, or exit mechanisms.

Article 4340 The ~~supervisory committee~~ audit committee, audit department, and finance department of the Company shall supervise overseas investment projects in accordance with their respective responsibilities. They shall promptly propose corrective measures for any conduct that violates the laws and regulations, business rules, or cultural customs of the PRC or the country (or region) where the investment is made. For major issues, they shall prepare special reports and submit them to the project investment approval authority for discussion and resolution.

Chapter 5 Transfer and Recovery of External Investments

Article 4144 The Company may recover its external investments under any of the following circumstances:

- (I) The investment project (or enterprise) has reached the end of its operating term in accordance with the Articles of Association of the Company;
- (II) Due to poor operation of the investment project (or enterprise), it is unable to repay its due debts and bankruptcy is implemented according to law;
- (III) The project (or enterprise) is unable to continue operations due to force majeure;
- (IV) Other circumstances for termination of the investment as stipulated in the contract arise or occur.

Article 4245 The Company may transfer its external investments under any of the following circumstances:

- (I) The investment project has become obviously inconsistent with the Company's business direction;
- (II) The investment project incurs continuous losses with no hope of turning around and has no market prospects;
- (III) The Company urgently requires additional funds due to insufficient operating capital;
- (IV) Other circumstances deemed necessary by the Company.

Article 463 The transfer of investments shall be strictly handled in accordance with the relevant provisions on investment transfers under the Company Law and the Articles of Association of the Company. The disposal of external investments must comply with the relevant national laws and regulations.

Article 474 The procedures and authority for approving the disposal of external investments shall be the same as those for approving the implementation of external investments.

Article 485 The finance department of the Company shall be responsible for conducting asset valuation for the recovery and transfer of investments, so as to prevent any loss of the Company's assets.

Chapter 6 Personnel Management of External Investments

Article 496 Where the Company establishes an investee company by way of equity participation, it may nominate a certain number of directors and supervisors to such investee company, so as to secure seats on the board of directors and the supervisory committee commensurate with the Company's shareholding ratio. Directors and supervisors elected through the statutory procedures of the investee company shall actively participate in and oversee the operational decisions of the investee company.

Article 4750 Where the Company establishes a subsidiary through external investment, the Company shall nominate directors and supervisors to the subsidiary, aiming to secure seats on the board of directors and the supervisory committee commensurate with the Company's shareholding ratio. The subsidiary's directors and supervisors elected through the statutory procedures of the subsidiary shall play an important role in the subsidiary's operations and decision-making.

Article 4851 The directors and supervisors nominated by the Company as mentioned above shall duly perform their duties in accordance with the Company Law and the Articles of Association of the investee company, safeguard the interests of the Company in the investee company's business and management activities, and ensure the preservation and appreciation of the Company's investment.

Article 4952 The Company may nominate or recommend personnel to participate in the operation and management of the investee company. After being elected or appointed through the statutory procedures of the investee company, such personnel shall actively engage in the operation and management of the investee company.

Article ~~5053~~ Personnel nominated by the Company and elected or appointed through the statutory procedures of the investee company shall, each year, enter into a letter of responsibility with the Company, accept performance appraisal targets assigned by the Company, submit an annual work report to the Company, and be subject to inspection by the Company.

Chapter 7 Financial Management and Audit of External Investments

Article ~~5154~~ The finance department of the Company shall maintain comprehensive and complete financial records of the Company's external investment activities, carry out detailed accounting, establish separate subsidiary ledgers for each investment project, and record relevant information in detail. The accounting methods for external investments shall comply with the requirements of accounting standards and accounting systems.

Article ~~52–55~~ The financial management of long-term external investments shall be the responsibility of the finance department of the Company. The finance department shall, based on the need for analysis and management, obtain financial reports from the investee entities in order to analyse their financial conditions, safeguard the Company's rights and interests, and ensure that the Company's interests are not harmed.

Article ~~563~~ The audit department of the Company shall conduct a comprehensive inspection of both long-term and short-term investments at the end of each fiscal year and may carry out regular or special audits of subsidiaries.

Article ~~574~~ The accounting methods and the accounting policies, accounting estimates, and any changes thereto adopted in the financial management of the subsidiaries of the Company shall comply with the relevant provisions of the Company's accounting management system.

Article ~~585~~ The subsidiaries of the Company shall submit financial accounting statements to the finance department of the Company on a monthly basis and shall, in accordance with the requirements for the preparation of consolidated financial statements by the Company, promptly submit accounting statements and provide accounting information.

Article ~~596~~ All of the Company's investment assets shall be subject to regular inventory checks by internal audit personnel or by other personnel not involved in the investment business, or reconciled with entrusted custodians, to verify their ownership by the Company. The inventory records shall be reconciled with the accounting records to ensure consistency between the physical assets and the books.

Chapter 8 Reporting of Major Matters and Information Disclosure

Article ~~5760~~ The Company shall strictly fulfill its information disclosure obligations in respect of its external investments in accordance with the Company Law, the Listing Rules, other relevant laws, regulations, normative documents, and the Articles of Association.

Article ~~5864~~ Subsidiaries shall comply with the information disclosure management system stipulated by laws, regulations, normative documents, and the Articles of Association. The Company shall have the right to be informed of all information relating to its subsidiaries.

Information provided by subsidiaries must be true, accurate, and complete and shall be reported to the Company at the earliest opportunity to enable the board secretary to make timely public disclosure.

Article ~~596~~2 Subsidiaries shall promptly report the following major matters to the finance department of the Company and the board secretary:

(I) acquisition and disposal of assets;

(II) external investments;

(III) major litigation and arbitration matters;

(IV) execution, amendment, and termination of important contracts (including loan, entrusted operation, entrusted wealth management, donation, contracting, leasing, etc.);

(V) large dishonored bank payments;

(VI) significant operating or non-operating losses;

(VII) suffering significant losses;

(VIII) major administrative penalties;

(IX) other matters stipulated under the Listing Rules.

Chapter 9 Supplementary Provisions

Article ~~606~~3 Matters not covered herein shall be implemented in accordance with the relevant laws, regulations, normative documents of the State, and the Articles of Association of the Company. In the event of any conflict between this system and any laws, regulations, normative documents promulgated by the State in the future, or the Articles of Association of the Company as amended through legal procedures, the provisions of such laws, regulations, normative documents, and the Articles of Association of the Company shall prevail.

Article ~~616~~4 The terms “above” and “below” as used herein shall include the number itself; “within” and “exceed” shall not include the number itself.

Article ~~626~~5 The Board of the Company shall be responsible for the interpretation of this system.

Article ~~636~~ This system shall come into effect and be implemented upon approval by the shareholders’ general meeting.

Xiamen Jihong Co., Ltd
June 2025

Set out below are the proposed amendments to the System for the Administration on Related Transactions (關聯交易管理制度).

Xiamen Jihong Co., Ltd
System for the Administration on Related Transactions
(Revised in June 2025)

Chapter 1 General Provisions

Article 1 This system is formulated to regulate the related transactions of Xiamen Jihong Co., Ltd (hereinafter referred to as the “Company”), to ensure the legality, fairness, and reasonableness of related transactions conducted between the Company and its related parties; and to facilitate the smooth conduct of the Company’s various businesses through necessary related transactions while safeguarding the legitimate rights and interests of the Company and all its shareholders. This system established in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Shenzhen Stock Exchange Listing Rules (hereinafter referred to as the “SZSE Listing Rules”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), as well as other laws, regulations, normative documents, and the Articles of Association of the Company.

Article 2 When reviewing and approving related transactions, the Company shall adhere to the following principles:

(I) related transactions shall be avoided or minimized to the extent possible;

(II) The principles of fairness, impartiality, transparency, and equal exchange shall be observed, and prices or fees shall not deviate from those applied to independent third parties in the market;

(III) All related transactions shall be governed by written contracts/agreements, which must be approved and authorized by the competent authority of the Company before execution;

(IV) The principle of abstention from voting by Related directors and Related shareholders must be observed;

(V) For material related transactions, the Company shall engage an independent financial advisor or a professional valuation agency to issue a dedicated opinion and report, which shall serve as a basis for decision-making;

~~(VI) For related transactions that, pursuant to the Articles of Association of the Company and relevant systems, require specific independent opinions from the independent directors of the Company, such independent directors must issue clear opinions, which shall serve as a basis for decision-making~~
According to the Articles of Association and relevant systems, any related transaction that requires an opinion from the special meeting of the independent directors of the Company shall be discussed at such special meeting of the independent directors of the Company and may only be submitted to the Board for consideration upon approval by a majority of all independent directors.

Article 3 In handling related transactions with related parties, the Company shall comply with applicable national laws, regulations, rules, and the relevant provisions of its Articles of Association.

Article 4 In handling related transactions with related parties, the Company shall strictly follow this system and shall not harm the legitimate rights and interests of all shareholders, especially minority shareholders.

Article 5 related transactions conducted by the Company's controlling subsidiaries shall be deemed acts of the Company and shall be subject to this system.

Chapter 2 Related Parties and Related Transactions

Article 6 Related parties include related legal persons and related natural persons as defined under the SZSE Listing Rules, as well as connected persons as defined under Chapter 14A of the Hong Kong Listing Rules.

Article 7 According to the SZSE Listing Rules, a legal person or other organization shall be deemed a related legal person (or other organization) of the Company under any of the following circumstances:

(I) A legal person (or other organization) that directly or indirectly controls the Company;

(II) A legal person (or other organization), other than the Company and its controlling subsidiaries, that is directly or indirectly controlled by the entity mentioned in the preceding item;

~~(IVIII)~~ A legal person (or other organization) that holds 5% or more of the Company's shares, as well as its parties acting in concert;

~~(IVHH)~~ A legal person (or other organization), other than the Company and its controlling subsidiaries, that is directly or indirectly controlled by, or where a related natural person of the Company serves as a director (excluding those who serve as independent directors of both parties) or senior management member;

~~(IV)~~ A legal person or other organization that holds 5% or more of the Company's shares, as well as its parties acting in concert;

(V) Any other legal person or organization that has a special relationship with the Company, as identified by the China Securities Regulatory Commission ("CSRC"), the Shenzhen Stock Exchange ("SZSE"), or the Company based on the principle of substance over form, and that may cause or have caused the Company to give preferential treatment to its interests.

Article 8 According to the SZSE Listing Rules, a natural person shall be deemed a related natural person of the Company under any of the following circumstances:

(I) A natural person who directly or indirectly holds 5% or more of the Company's shares;

(II) A director, ~~supervisor~~, or senior management member of the Company;

(III) A director, supervisor, or senior management member of a legal person (or other organization) that directly or indirectly controls the Company ~~specified in Article 7, Item (I);~~

(IV) Close family members of the individuals specified in Items (I) and (II) of this Article, including spouses, ~~parents and parents-in-law, siblings and their spouses, children aged over 18 and their spouses, the siblings of the spouse, and the parents of the children's spouses~~ children aged over 18 and their spouses, siblings and their spouses, parents-in-law, the siblings of the spouse, and the parents of the children's spouses;

(V) Any other natural person that has a special relationship with the Company and may cause or have caused the Company to give preferential treatment to his or her interests, as determined by the CSRC, the SZSE, or the Company based on the principle of “substance over form”.

Article 9 According to the SZSE Listing Rules, a legal person (or other organization) or natural person shall be deemed a related party of the Company under any of the following circumstances:

(I) As a result of entering into an agreement or arrangement with the Company or any of its related parties, such person will, upon the agreement or arrangement taking effect or within the next twelve months, fall under any of the circumstances set out in Article 7 or Article 8;

(II) Such person has, within the past twelve months, fallen under any of the circumstances set out in Article 7 or Article 8.

Article 10 According to the Hong Kong Listing Rules, and except as otherwise provided therein, the Company's connected persons generally include the following parties:

(I) Any director, supervisor, chief executive, or substantial shareholder of the Company or any of its subsidiaries (i.e., a person entitled to exercise, or control the exercise of, 10% or more of the voting power at the shareholders' general meeting of the Company);

(II) Any person who has been a director of the Company or any of its subsidiaries within the past 12 months (collectively referred to with the persons in Item (I) as “core connected persons”);

(III) Associates of any core connected person, including:

1. Where the core connected person is an individual:

(1) His or her spouse; or any of his/her (or his/her spouse's) children or stepchildren (biological or adopted) under the age of 18 (each referred to as a “close family member”);

(2) Any trustee (the “Trustee”) acting in that capacity of a trust of which he or any of his close family members is a beneficiary (or, in the case of a discretionary trust, is (to the best of his knowledge) a discretionary object), provided that such trust is not an employee share scheme or occupational pension scheme established for a wide scope of participants and in which the connected person's aggregate interests are less than 30%;

(3) A 30%-controlled company, directly or indirectly held (individually or jointly) by him, his close family members and/or the Trustee, or any subsidiary of such a company;

(4) Any person cohabiting with him as if they were spouses, or any of his children, stepchildren, parents, stepparents, brothers, stepbrothers, sisters, or stepsisters (each referred to as “family members”).

(5) Any company directly or indirectly held (individually or jointly) by any family member(s), or over which the family member(s), together with the individual, his/her close family members and/or the Trustee, have majority control; or any subsidiary of such a company;

(6) If the individual, his/her close family members and/or the Trustee together directly or indirectly hold 30% or more (or such other percentage as prescribed under PRC law that triggers a mandatory general offer or confers legal or managerial control over an enterprise) of the paid-up capital, assets, or entitlement to profits or other returns of a co-operative or contractual joint venture (regardless of whether it is a separate legal entity), then any joint venture partner of that joint venture.

2. Where the core connected person is a company:

(1) Its subsidiaries or holding companies, or fellow subsidiaries of its holding company;

(2) Any trustee (the “Trustee”) acting in that capacity of a trust of which the company is a beneficiary (or, in the case of a discretionary trust, is (to the best of its knowledge) a discretionary object);

(3) Any 30%-controlled company directly or indirectly held (individually or jointly) by the company, any company referred to in subparagraph (1) above, and/or the Trustee, or any subsidiary of such a 30%-controlled company;

(4) If the company, any of its subsidiaries, holding companies or fellow subsidiaries of its holding company, and/or the Trustee together directly or indirectly hold 30% or more (or such other percentage as prescribed under PRC law that triggers a mandatory general offer or confers legal or managerial control over an enterprise) of the paid-up capital, assets, or contractual entitlements to profits or other returns of a co-operative or contractual joint venture (regardless of whether it is a separate legal entity), then any joint venture partner of that joint venture.

(IV) Connected subsidiaries, including:

1. A non-wholly owned subsidiary of the Company where any connected person(s) at the Company level can exercise, individually or jointly, 10% or more of the voting power at the subsidiary’s shareholders’ general meeting; this 10% threshold excludes any indirect interest in the subsidiary held through the Company; or

2. Any subsidiary of a non-wholly owned subsidiary as described in paragraph 1 above.

(V) Under the Hong Kong Listing Rules, an associate of a connected person of a company also includes any joint venture partner in a co-operative or contractual joint venture (regardless of whether it is a separate legal entity), if the relevant conditions are met.

1. The individual, his/her close family members and/or the Trustee; or

2. The company, any of its subsidiaries, holding companies or fellow subsidiaries of its holding company, and/or the Trustee,

together directly or indirectly hold 30% or more (or such other percentage as prescribed under PRC law that triggers a mandatory general offer or confers legal or managerial control over an enterprise) of the paid-up capital, assets, or contractual entitlement to profits or other returns of the joint venture.

(VI) Any person regarded as a connected person by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”).

Article 11 Core connected persons do not include the directors, chief executives, substantial shareholders, or supervisors of non-major subsidiaries of the Company. For this purpose:

(I) “Non-major subsidiary” refers to a subsidiary that, relative to the Company and its subsidiaries, satisfies all of the following criteria:

1. For each of the last three financial years (or, if fewer than three, since the date of incorporation or establishment of the subsidiary), all applicable percentage ratios are less than 10%; or

2. For the most recent financial year, all applicable percentage ratios are less than 5%.

(II) Where the relevant person is connected with two or more subsidiaries of the Company, Hong Kong Stock Exchange will aggregate the total assets, profits, and revenue of those subsidiaries to determine whether they collectively constitute a “non-major subsidiary” of the Company; and

(III) In calculating the relevant percentage ratios, 100% of each such subsidiary’s total assets, profits, and revenue will be used as the basis. If the resulting percentage ratios produce anomalous results, Hong Kong Stock Exchange may disregard the calculation and instead consider alternative tests provided by the Company.

Article 12 Directors, ~~supervisors~~, senior management members, shareholders holding 5% or more of the Company’s shares and their persons acting in concert, as well as the actual controller, shall promptly notify the Company of any connected persons with whom they have an association.

Article 13 Pursuant to the SZSE Listing Rules, a related transaction refers to any transaction involving the transfer of resources or obligations between the Company or its controlling subsidiaries and a connected person of the Company, including:

(I) Purchase or sale of assets;

(II) External investment (including entrusted wealth management and investment in subsidiaries);

(III) Provision of financial assistance (including entrusted loans, etc.);

(IV) Provision of guarantees (including guarantees for controlling subsidiaries, etc.);

(V) Leasing or letting of property;

APPENDIX III PROPOSED AMENDMENTS TO THE GOVERNANCE POLICIES

(VI) Entrusted or entrusted management of assets and businesses;

(VII) Donation or receipt of assets;

(VIII) Restructuring of creditor's rights or debts;

(IX) Transfer or acquisition of research and development projects;

(X) Execution of license agreements;

(XI) Waiver of rights (including waiver of preemptive rights, rights of priority capital contribution, etc.);

(XII)~~(H)~~ Purchase of raw materials, fuel, or power;

~~(H)~~(XIII) Sale of products or goods;

(XIV) Provision or receipt of services;

(XV) Commissioned or entrusted sales;

(XVI) Deposit and loan business;

(XVII) Joint investment by connected parties;

~~(VII) External investments (including entrusted wealth management, entrusted loans, etc.);~~

~~(VIII) Provision of financial assistance;~~

~~(IX) Provision of guarantees;~~

~~(X) Leasing or letting of property;~~

~~(XI) Execution of management contracts (including entrusted operations, delegated operations, etc.);~~

~~(XII) Donation or receipt of assets;~~

~~(XIII) Restructuring of creditor's rights or debts;~~

~~(XIV) Transfer of research and development projects;~~

~~(XV) Execution of license agreements;~~

(XVIII) Other matters that may result in the transfer of resources or obligations by agreement;

~~(XVII) Other matters identified as related transactions by laws, regulations, the CSRC, or the SZSE.~~

Article 14 In accordance with the provisions of the Hong Kong Listing Rules, related transactions refer to transactions between the Company or any of its subsidiaries and connected persons, as well as specified types of transactions with third parties where the connected person may, by virtue of their interest in the entity involved in the transaction, obtain a benefit. These transactions may be one-off or continuous in nature.

The transactions mentioned above include both capital transactions and revenue transactions, regardless of whether they are conducted in the ordinary and usual course of business of the Company or its subsidiaries. They include the following categories of transactions:

(I) The Company or any of its subsidiaries acquires or disposes of assets, including deemed disposals;

(II) The Company or any of its subsidiaries grants, accepts, exercises, transfers, or terminates an option to acquire or dispose of assets, or to subscribe for securities (provided that the termination of an option under the original terms of the agreement, where the Company and its subsidiaries have no discretion over the termination, shall not constitute a transaction); or the Company or any of its subsidiaries decides not to exercise an option to acquire or dispose of assets, or to subscribe for securities;

(III) Entering into or terminating finance leases, operating leases, or subleases;

(IV) Providing compensation guarantees, or providing or accepting financial assistance. Financial assistance includes granting credit, lending money, or providing compensation guarantees, guarantees, or pledges for loans;

(V) Entering into agreements or arrangements to establish any form of joint venture (such as a partnership or incorporated entity), or any other form of joint venture arrangement;

(VI) Issuing new securities of the Company or any of its subsidiaries, including underwriting or sub-underwriting such securities;

(VII) Providing, receiving, or sharing services; or

(VIII) Purchasing or supplying raw materials, semi-finished products, and/or finished goods.

Chapter 3 Internal Controls and Decision-Making Procedures for Related transactions

Article 15 Decision-Making Authority for Related transactions

(I) General Meeting of Shareholders:

Where the total transaction amount of the proposed related transactions between the Company and a connected person (including the aggregate amount of related transactions involving the same subject matter or the same connected person within a consecutive twelve-month period) exceeds RMB 30 million and accounts for more than 5% of the absolute value of the Company's most recently audited net asset ~~value~~, such related transactions must be submitted to the shareholders' general meeting for approval before implementation.

(II) The Board

Where the Company enters into a transaction with a related party and any of the following thresholds is met, the transaction shall be submitted to the Board for deliberation after obtaining the consent of more than half of all independent directors and shall be disclosed in a timely manner:

1. A transaction with a related natural person where the transaction amount exceeds RMB300,000;
2. A transaction with a related legal person (or other organization) where the transaction amount exceeds RMB3 million and accounts for more than 0.5% of the absolute value of the Company's most recently audited net assets.

~~Where the total amount of the proposed related transactions between the Company and a connected person (including the aggregate amount of related transactions involving the same subject matter or the same connected person within a consecutive twelve-month period) accounts for between 0.5% (inclusive) and 5% of the Company's most recently audited net asset value, such transactions shall be approved by resolution of the Board of the Company. However, if such transaction is subject to approval by the shareholders' general meeting of shareholders pursuant to the Hong Kong Listing Rules, it must be approved by the shareholders' general meeting before implementation.~~

~~(III) Chairman of the Board: Where the total amount of the proposed related transactions between the company and a connected person (including the aggregate amount of related transactions involving the same subject matter or the same connected person within a consecutive twelve-month period) is less than 0.5% of the Company's most recently audited net asset value, such transactions shall be approved by the Chairman of the Board. However, if such transaction is subject to approval by the shareholders' general meeting pursuant to the Hong Kong Listing Rules, it must be approved by the shareholders' general meeting before implementation.~~

~~(IV) Independent Directors of the Company: Where the Company proposes to enter into a related transaction with a connected person and the total amount exceeds RMB 3 million and accounts for more than 0.5% of the Company's most recently audited net asset value, such transaction shall be submitted to the Board of the Company for consideration only after being approved by the independent directors of the Company, who shall also issue an opinion thereon. Before making a judgment, the independent directors may engage an intermediary to issue an independent financial advisor's report as the basis for their judgment.~~

~~(V) III~~ Where the amount of the related transaction does not meet the thresholds set forth in the preceding paragraph, the transaction shall not be submitted to the Board or the shareholders' general meeting for consideration, and shall be approved and implemented by the Chairman of the Board, unless otherwise required by the listing rules of the stock exchange in the place where the Company's shares are listed.

~~(VIV)~~ Where the Company provides a guarantee for a related party, ~~such guarantee, regardless of the amount, must be approved by the shareholders' general meeting~~ such guarantee shall be approved by more than half of all non-related directors and by at least two-thirds of the non-related directors present at the board meeting, and a resolution shall be adopted accordingly, which shall also be submitted to the shareholders' general meeting for approval.

Article 16 For related transactions ~~(excluding receipt of cash assets and provision of guarantees) where the transaction amount exceeds RMB 30 million and accounts for more than 5% of the absolute value of the Company's most recent audited net assets~~ that submitted by the Company to the shareholders' general meeting, ~~the Company shall engage~~ an intermediary institution qualified to conduct securities and futures-related business to evaluate or audit the subject matter of the transaction shall be engaged. The audit opinion issued by the accounting firm shall be an unqualified opinion, and the audit reference date shall be no more than six months prior to the date of the shareholders' general meeting at which the relevant transaction is to be considered. The valuation reference date shall be no more than one year prior to the date of the shareholders' general meeting at which the relevant transaction is to be considered.

The Company may be exempted from audit or valuation when engaging in the following transactions with related parties: ~~However, for transaction subjects related to related transactions in the ordinary course of business as described in Article 26 of this system, an audit or evaluation may be exempted.~~

(I) related transactions related to the Company's ordinary course of business as set forth in Article 13 of this system;

(II) Transactions where the Company and all related parties make capital contributions in cash, and the equity interests in the invested entity are determined in proportion to their respective capital contributions;

(III) Other circumstances as prescribed by the SZSE.

Article 17 For related transactions as defined by the Hong Kong Stock Exchange, the Company shall, in accordance with the classification of related transactions set out in the Hong Kong Listing Rules—namely, fully exempt, partially exempt, or non-exempt related transactions—comply with the relevant requirements under the Hong Kong Listing Rules regarding filing, disclosure, and independent shareholders' approval procedures (if applicable).

Article 18 The Company shall not, directly or through its subsidiaries, provide loans to any directors, ~~supervisors~~, or senior management members.

Article 19 When the shareholders' general meeting deliberates on a related transaction, the ~~following related~~ shareholders shall abstain from voting and shall not act as proxies for other ~~shareholders to exercise voting rights~~. The voting rights attached to their shares shall not be counted in the total number of valid votes.

The term "related shareholders" as mentioned in the preceding paragraph includes shareholders who meet any of the following circumstances:

(I) the counterparty to the transaction;

(II) any party that directly or indirectly controls the counterparty to the transaction;

(III) any party that is directly or indirectly controlled by the counterparty to the transaction;

(IV) any party that is under common control with the counterparty to the transaction by the same legal person (or other organization) or natural person, whether directly or indirectly;

(V) any individual who serves at the counterparty to the transaction, or serves at a legal entity (or other organization) that directly or indirectly controls the counterparty, or serves at a legal entity (or other organization) is directly or indirectly controlled by the counterparty ~~(applicable when the shareholder is a natural person)~~;

(VI) Close family members of the counterparty to the transaction or of the persons who directly or indirectly control the counterparty (for the specific scope, refer to item (IV) of Article 8);

(VII) any party whose voting rights are restricted or influenced due to an unfulfilled share transfer agreement or other agreements with the counterparty to the transaction or its affiliates;

(VIII) any ~~legal person or natural person~~ shareholder deemed by the China Securities Regulatory Commission (CSRC), the Shenzhen Stock Exchange, or the Hong Kong Stock Exchange to possibly lead to the Company's interests being inclined toward them.

Article 20 When the Board of the Company deliberates on related transaction matters, any connected directors shall abstain from voting and shall not exercise voting rights on behalf of other directors. Their voting rights shall not be counted in the total number of votes. The Board meeting may be convened if more than half of the non-connected directors are in attendance. Any resolution regarding the transaction must be approved by more than half of the non-connected directors. If fewer than three non-connected directors attend the meeting, the Company shall submit the transaction to the shareholders' general meeting for deliberation.

Article 21 For the purposes of this system, "connected directors" refers to any directors who fall under the following categories or circumstances:

(I) The counterparty to the transaction;

(II) A person who holds a position at the counterparty to the transaction, or at a legal entity (or other organization) that directly or indirectly controls the counterparty, or that is directly or indirectly controlled by the counterparty;

(III) A person who directly or indirectly has control over the counterparty to the transaction;

(IV) A close family member of the counterparty or of the person who directly or indirectly controls the counterparty (for the specific scope, refer to Article 8, Item (IV));

(V) A close family member of the directors, supervisors, or senior management members of the counterparty or its direct or indirect controlling person (for the specific scope, refer to Article 8, Item (IV));

(VI) A person whose independent business judgment may be affected for other reasons, as determined by the CSRC, the SZSE, the Hong Kong Stock Exchange, or the Company.

~~**Article 22** During the effective period of a related transaction contract, if changes in production and operations or force majeure necessitate the termination or modification of the relevant related transaction agreement or contract, the relevant parties may terminate the agreement or modify and supplement its contents. Any supplemental or revised agreement shall, depending on its specific content, become effective only after being approved by the decision-making authority in accordance with Article 15. The Company shall not provide financial assistance to related parties, except in cases where financial assistance is provided to affiliated investee companies (excluding entities controlled by the controlling shareholder or actual controller of the Company), and the other shareholders of such investee companies provide financial assistance on the same terms and conditions in proportion to their capital contributions.~~

Where the Company provides financial assistance to the affiliated investee companies specified in the preceding paragraph, such assistance shall, in addition to being approved by more than half of all non-related directors, also be approved by at least two-thirds of the non-related directors attending the board meeting and shall be submitted to the shareholders' general meeting for approval.

For the purposes of this Article, "affiliated investee companies" refer to companies in which the Company holds equity and which fall under the definition of affiliated legal persons (or other organizations) of listed companies as provided in Article 7 of this system.

~~**Article 23** Where the Company provides guarantees for related parties, such guarantees shall, in addition to being approved by more than half of all non-related directors, also be approved by at least two-thirds of the non-related directors attending the board meeting, and a resolution shall be passed and submitted to the shareholders' general meeting for approval. Where the Company provides guarantees for the controlling shareholder, actual controller, or their related parties, such controlling shareholder, actual controller, or related parties shall provide counter-guarantees.~~

Where, as a result of a transaction, the guaranteed party becomes a related party of the Company, the Company shall, at the time of implementing such transaction or related-party transaction, perform the corresponding review procedures and information disclosure obligations for any existing related guarantees.

If the board of directors or the shareholders' general meeting fails to approve the related guarantees specified in the preceding paragraph, the parties to the transaction shall adopt effective measures such as early termination of the guarantees.

~~**Article 24** Where the Company conducts entrusted wealth management with related parties, and due to reasons such as transaction frequency and timing requirements it is difficult to perform review procedures and disclosure obligations for each individual investment transaction, the Company may reasonably estimate the investment scope, investment amount, and term. The investment amount shall be used as the basis for calculation and the provisions of Articles 15 and 16 of these Rules shall apply. The~~

term for the use of such amount shall not exceed twelve months, and the transaction amount at any point during the term (including the reinvested amount from the income generated by the aforementioned investment) shall not exceed the investment amount.

Where the Company engages in deposit, loan, or other financial services with related audited financial institutions, the interest on the deposit or loan shall be used as the basis for calculation, and the provisions of Articles 15 and 16 of these Rules shall apply.

Where the Company enters into a related transaction due to a waiver of rights resulting in overdue related parties, the provisions of Articles 15 and 16 of these Rules shall apply based on the standards set out in the first paragraph of this Article.

Where the Company and a related party make a joint investment, the Company's investment amount shall be used as the transaction amount, and the provisions of Articles 15 and 16 of these Rules shall apply.

Where a related party of the Company unilaterally acquires equity or investment interests held by other shareholders in an entity in which the Company holds interests, and such acquisition involves a waiver of rights, the provisions of Articles 15 and 16 of these Rules shall apply based on the standards set out in the first paragraph of this Article. Where the acquisition does not involve a waiver of rights but may significantly affect the Company's financial condition or operating results, or change the related party relationship between the Company and the entity, the Company shall make timely disclosure.

Article 235 If a related transaction conducted by the Company involves matters such as “provision of financial assistance,” “provision of guarantees,” or “entrusted wealth management” as set forth in Article 13 of this system, the transaction amount shall be used as the basis for calculation. Such transactions shall be aggregated by type within any consecutive twelve-month period. If the aggregated amount reaches the thresholds stipulated in Article 15 of this system, the requirements of Article 15 shall apply. Transactions that have already fulfilled the relevant obligations in accordance with Article 15 shall not be included again in the cumulative calculation.

Article 246 Pursuant to the SZSE Listing Rules, the following related transactions that occur within any consecutive twelve-month period shall be subject to the cumulative calculation principle and shall comply with the requirements under Article 15. Transactions for which relevant obligations have already been fulfilled in accordance with Article 15 shall not be included again in the cumulative calculation:

- (I) Transactions conducted with the same connected person;
- (II) Transactions related to the same subject matter conducted with different connected persons.

The aforementioned “same connected person” includes other connected persons that are under the control of the same entity or have equity control relationships with such connected person.

Article 257 According to the Hong Kong Listing Rules, where a series of related transactions are all conducted or completed within the same twelve-month period, or where the transactions are interrelated, such transactions shall be aggregated and treated as a single transaction. The Company must comply with the related transaction requirements applicable to the aggregated transaction category.

If the related transactions constitute a series of asset acquisitions, and the aggregation of such acquisitions would constitute a reverse takeover, the aggregation period shall be twenty-four months.

When determining whether related transactions should be aggregated, the following factors shall be considered:

(I) Whether the transactions are conducted between the Company and the same party, or with parties who are connected with each other;

(II) Whether the transactions involve the acquisition or disposal of components of a particular asset, or securities or interests in a company (or a group of companies);

(III) Whether the transactions, in aggregate, would result in the Company engaging substantially in a new line of business.

Chapter 4 Ordinary Related transactions

Article 268 Where the Company conducts related transactions with related parties that fall under items (XII) to (XVI) of Article 13 and are related to its ordinary course of business, such transactions shall be disclosed and submitted to the corresponding approval procedures in accordance with the following provisions:

(I) For the first occurrence of such ordinary related transactions, the Company shall, ~~enter into a written agreement with the related party and disclose it in a timely manner. Depending on the transaction amount involved under the agreement, submit the matter shall be submitted to the Board or the shareholders' general meeting for approval in accordance with the provisions of Article 15. If the agreement does not specify a concrete transaction amount, it shall be submitted to the shareholders' general meeting for approval.~~

(II) Where, during actual execution, the principal terms of the agreement undergo material changes or the agreement expires and needs to be renewed, the review procedures shall be carried out and timely disclosure shall be made based on the transaction amount involved in the newly revised or renewed agreement.

~~(II) For ordinary related transaction agreements that have already been reviewed and approved by the board of the company or the shareholders' general meeting and are currently being executed, if no material changes have occurred to the principal terms during the execution, the Company shall disclose the actual performance of the relevant agreements in its periodic reports as required, and indicate whether such performance is in compliance with the terms of the agreement. If material changes occur to the principal terms during the execution of the agreement, or if the agreement expires and needs to be renewed, the newly amended or renewed ordinary related transaction agreement shall be submitted to~~

~~the Board of the Company or the shareholders' general meeting for approval based on the transaction amount involved in accordance with the provisions of Article 15. If the agreement does not specify a concrete transaction amount, it shall be submitted to the shareholders' general meeting for approval.~~

(III) ~~For numerous ordinary related transactions that occur each year and require frequent execution of new agreements, which makes it difficult to submit each agreement to the Board or the shareholders' general meeting for approval in accordance with item (I) of this Article, the Company may, prior to the disclosure of its annual report for the preceding year, reasonably estimate the total amount of ordinary related transactions expected to occur in the current year. based on the estimated amount, such transactions shall be submitted to the board or the shareholders' general meeting for review and approval and shall be disclosed accordingly in accordance with article 15. for ordinary related transactions within the approved estimated range, the company shall disclose the details in its periodic reports. if the actual amount of ordinary related transactions exceeds the estimated total amount during execution, the Company shall resubmit the matter to the Board or the shareholders' general meeting for approval in accordance with Article 15 based on the excess amount reasonably estimate the annual amount of ordinary related transaction by category, perform the review procedures, and make timely disclosure; where the actual execution exceeds the estimated amount, the review procedures shall be performed, and disclosure shall be made based on the excess amount.~~

(IV) Where the term of an ordinary related transaction agreement entered into between the Company and a connected person exceeds three years, the review procedures shall be re-performed, and disclosure shall be made every three years.

The Company shall disclose the actual performance of ordinary related transaction on a categorized basis in its annual report and semi-annual report.

Article 29 The Company shall disclose relevant details of related transaction based on the type of the related transaction, including the counterparty, subject matter of the transaction, description of the connected relationship among the parties to the transaction and the basic information of the connected persons, the principal terms of the transaction agreement, transaction pricing and its basis, approval documents from relevant authorities (if any), and opinions of intermediaries (if applicable).
~~**Article 27** The agreement for ordinary related transactions shall at least include key terms such as the transaction price, pricing principles and basis, total transaction volume or the method for determining it, and the method of payment.~~

~~If the agreement does not specify a fixed transaction price and only refers to a market-based price, the Company shall, when fulfilling its disclosure obligations under Article 26, simultaneously disclose the actual transaction price, the market price and the method for its determination, as well as the reasons for any discrepancies between the two prices.~~

~~**Article 28** Where the term of an ordinary related transaction agreement entered into between the Company and a related party exceeds three years, the Company shall, every three years, re-perform the review procedures and disclosure obligations in accordance with the provisions of this Chapter.~~

Article 2930 For non-wholly exempt continuing related transactions as defined under the Hong Kong Listing Rules by the Hong Kong Stock Exchange, the following requirements shall be observed:

(I) The Company must enter into a written agreement with the connected person for each related transaction, and the content of such agreement shall reflect standard commercial terms and specify the pricing basis.

(II) The term of the agreement must be fixed and shall generally not exceed three years. Where the term must exceed three years due to the nature of the transaction, a written confirmation opinion must be obtained from the financial adviser.

(III) An annual cap shall be set for the transaction volume for each year during the term of the agreement.

(IV) The procedures for reporting, disclosure, (if applicable) independent shareholders' approval, and annual review must be performed.

Chapter 5 Supplementary Provisions

Article 301 ~~Where the following related transaction arises due to public bidding, public auction, or similar conduct between the Company and the connected person, the Company may be exempted from performing the relevant obligations submitting the same to the shareholders' general meeting for consideration under Article 16 of this Chapter, provided that the listing rules of the place where the Company's shares are listed are observed:~~

(I) Transactions conducted through public bidding, public auction, or public listing aimed at unspecified targets (excluding restricted methods such as invitation to bid), except where such bidding or auction fails to result in a fair price;

(II) Transactions where the Company unilaterally receives benefits without providing consideration or assuming any obligations, including receiving cash assets as a gift or obtaining debt relief;

(III) related transactions with prices stipulated by the state;

(IV) Provision of funds by a connected person to the listed company, where the interest rate does not exceed the loan prime rate (LPR), and the Company does not provide any corresponding guarantee.

Article 312 ~~313~~ The Company may be exempted from fulfilling the relevant obligations under this system when entering into the following related transactions with related parties, provided that the listing rules of the place where the Company's shares are listed are observed:

(I) One party subscribes in cash for publicly issued the issuance of shares, and its derivative instruments, corporate bonds or enterprise bonds, convertible corporate bonds, or other derivative instruments of by the other party to unspecified targets in cash, except where the pre-determined issuance targets include connected persons;

(II) One party acts as a member of an underwriting syndicate for the public issuance of shares, and its derivative instruments, corporate bonds or enterprise bonds, convertible corporate bonds, or other derivative instruments of by the other party to unspecified targets;

APPENDIX III PROPOSED AMENDMENTS TO THE GOVERNANCE POLICIES

(III) One party receives dividends, bonuses, or remuneration in accordance with resolutions adopted by the shareholders' meeting of the other party;

(IV) The Company provides products and services to the related natural persons specified in Items (II) to (IV) of Article 8 under the same terms and conditions as those offered to non-related parties.

(FV) Other circumstances as recognized by the stock exchange in the place where the Company's shares are listed.

Article 323 related transactions conducted by subsidiaries controlled by the Company or in which the Company holds more than 50% of the equity shall be deemed acts of the Company and shall be subject to the same decision-making and disclosure standards set forth above. Unless otherwise provided by the listing rules of the place where the Company's shares are listed, related transactions conducted by the Company's associated companies shall be subject to the above provisions based on the transaction amount multiplied by the Company's equity interest or the agreed profit-sharing ratio.

Article 334 Any matters not covered in this system shall be governed by the relevant national laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association of the Company. Where this system conflicts with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association as lawfully amended in the future, the relevant laws, regulations, securities regulatory rules, and Articles of Association shall prevail. This system shall be immediately revised and submitted to the shareholders' general meeting for approval.

Article 345 As used in this system, the terms "above" or "greater than" shall be inclusive of the stated number, while "less than" shall be exclusive of the stated number.

Article 36 This system shall be interpreted by the Board of the Company.

Article 357 This system shall be formulated by the Board and, upon review and approval by the shareholders' general meeting, ~~shall take effect from the date the Company's H shares are listed on the Hong Kong Stock Exchange. Any amendments shall also be subject to review and approval by the shareholders' general meeting.~~

~~**Article 36** This system shall be interpreted by the Board of the Company.~~

Xiamen Jihong Co., Ltd
~~January 2024~~June 2025

Set out below are the proposed amendments to the Administrative Measures for External Guarantees (對外擔保管理辦法).

Xiamen Jihong Co., Ltd
Administrative Measures for
External Guarantees
(Revised in June 2025)

Chapter 1 General Provisions

Article 1 To safeguard the interests of investors, regulate the guarantee activities of Xiamen Jihong Co., Ltd (hereinafter referred to as the “Company”) and effectively control the risks from external guarantees of the Company, these Measures are formulated in accordance with the Civil Code of the People’s Republic of China (hereinafter referred to as the “Civil Code”), the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Self-regulatory Guidelines No. 1 for Listed Companies on the Shenzhen Stock Exchange – Standardized Operation of Listed Companies on Main Board, the Regulatory Guidelines No. 8 for Listed Companies – Regulatory Requirements for Capital Transactions and External Guarantees of Listed Companies, and other relevant laws, administrative regulations and the Articles of Association of Xiamen Jihong Co., Ltd (hereinafter referred to as the “Articles”) and other relevant provisions, in light of the actual circumstances of the Company.

Article 2 External guarantees as referred to in these Measures refer to any guarantees provided by the Company and its controlling subsidiaries to others in the capacity of a third party, including guarantees provided by the Company for its controlling subsidiaries. Forms of guarantees include suretyship, mortgage or pledge, among others. ~~Specific types include loan guarantees, guarantees for bank-issued letters of credit and bank acceptance bills, guarantees for the issuance of letters of guarantee, etc.~~

Article 3 All directors and senior management members of the Company shall prudently handle and strictly control the debt risks arising from external guarantees.

Article 4 External guarantees provided by the Company shall be in compliance with the principles of equality, voluntariness, fairness, good faith and mutual benefit. The Company has the right to refuse any coercive demand to provide guarantees for others.

Article 5 External guarantees shall be subject to unified management by the Company, and may only be implemented upon consideration and approval by the Board or the shareholders’ general meeting in accordance with the Articles and these Measures.

Chapter 2 Guarantee and Management**Section 1 Guarantee Targets**

Article 6 The Company may provide guarantees for entities that have independent legal person status and meet any of the following conditions:

- (I) Controlling subsidiaries of the Company;
- (II) Equity participating companies and entities as a result of the Company's business operations.

Article 7 When the Company provides guarantees for controlling subsidiaries or equity participating companies, other shareholders of such controlling subsidiaries or equity participating companies shall provide guarantees or adopt other risk control measures equivalent to their capital contribution ratios. If such shareholders fail to provide such controlling subsidiaries or equity participating companies with equivalent guarantees or counter-guarantees, or adopt equivalent risk control measures in proportion to their capital contributions, the Board of the Company shall disclose the main reasons and, based on an analysis of the operating conditions and debt repayment capabilities of the guarantee target, fully explain whether the risk of the guarantee is controllable and whether it will impair the interests of the Company.

Article 8 Where the Company provides guarantees for controlling subsidiaries and such guarantees occur frequently within a year, making it impractical to submit each guarantee agreement to the Board or the shareholders' general meeting for consideration, the Company may estimate the total additional guarantee amount for the next twelve months separately for subsidiaries whose latest financial statements show a gearing ratio of 70% or above and for those below 70%, and submit the same to the shareholders' general meeting for approval.

When the aforementioned guarantees are actually provided, the Company shall make prompt disclosure. The outstanding balance of guarantees at any point in time shall not exceed the guarantee limit approved by the shareholders' general meeting.

Article 9 Where the Company provides guarantees for joint ventures or associated companies and all of the following conditions are met, and such guarantees occur frequently within a year, making it impractical to submit each guarantee agreement to the Board or the shareholders' general meeting for consideration, the Company may make a reasonable estimate of the specific targets and corresponding additional guarantee amounts for the next twelve months and submit the same to the shareholders' general meeting for approval:

- (I) The guaranteed party is not a director, supervisor, senior management members, shareholder holding 5% or more of the Company's shares, de factor controller, or any legal person or other organization controlled by such persons;
- (II) All shareholders of the guaranteed party provide equivalent guarantees or counter-guarantees or adopt other risk control measures in proportion to their capital contributions.

When the aforementioned guarantees are actually provided, the Company shall make prompt disclosure. The outstanding balance of guarantees at any point in time shall not exceed the guarantee limit approved by the shareholders' general meeting.

Article 10 When the Company estimates the guarantee limits for joint ventures or associated companies and all of the following conditions are met, adjustments of guarantee limits may be made among such joint ventures or associated companies, provided that the total amount of adjustments shall not exceed 50% of the estimated total guarantee limit:

(I) The amount of any single adjustment for the concerned party shall not exceed 10% of the Company's latest audited net assets;

(II) Where the gearing ratio of the guarantee target exceeds 70% at the time of adjustment, it may only receive guarantee limits from other guarantee targets whose gearing ratios also exceeded 70% at the time when the guarantee limit was considered by the shareholders' general meeting;

(III) The concerned party does not have any overdue and unpaid debts or other similar circumstances at the time of adjustment;

(IV) All shareholders of the concerned party provide equivalent guarantees or counter-guarantees and other such risk control measures in proportion to their capital contributions.

When the aforementioned adjustments actually occur, the Company shall make prompt disclosure.

Article 11 Where, due to specific circumstances, the Company needs to provide guarantees for other companies, it shall take necessary measures to verify the credit standing of the guaranteed party and decide whether to provide the guarantee based on a prudent assessment of the guaranteed party's ability to repay the debt. Where the Company provides guarantees for the controlling shareholder, de factor controller, or their connected parties, it shall require them to provide counter-guarantees and shall prudently assess the actual guarantee capacity of the counter-guarantor and the enforceability of the counter-guarantee.

Section 2 Guarantee Investigation

Article 12 Before deciding to provide a guarantee, the Company shall carefully consider and analyze the financial position, operational status, industry outlook, and creditworthiness of the guaranteed party, and conduct a thorough analysis of the benefits and risks associated with the guarantee, making a prudent decision in accordance with the law. Where necessary, the Company may engage external professional institutions to conduct a risk assessment of the guarantee, which shall serve as a basis for decisions by the Board or the shareholders' general meeting. The scope of analysis shall include but not be limited to:

(I) Being an enterprise legal person lawfully established and validly existing, with no circumstances requiring termination;

(II) Having sound operational and financial conditions, as well as stable cash flow or promising development prospects;

(III) Where a guarantee has previously been provided, no circumstance has arisen in which a creditor has required the Company to bear joint and several guarantee liability;

(IV) Possessing assets available for mortgage or pledge and having corresponding counter-guarantee capability;

(V) Providing financial information that is true, complete and valid;

(VI) Being under the Company's control;

(VII) Having no other legal risks.

Article 13 The guarantee applicant shall provide the Company with the following information:

(I) Basic corporate information and an operational analysis report;

(II) The latest audited report and current financial statements;

(III) The principal contract and documents related to such principal contract;

(IV) The purpose of the bank loan under the guarantee and its expected economic benefits;

(V) An analysis of the repayment capacity for the bank loan under the guarantee;

(VI) A statement confirming that there are no material litigation, arbitration or administrative penalties;

(VII) A counter-guarantee plan and proof that the counter-guarantor has actual capacity to undertake the obligation;

(VIII) Other relevant information as the Company may deem necessary.

Article 14 The directors, general manager, other management personnel, and the finance department and personnel specifically handling the guarantee matters (hereinafter referred to as the "Responsible Persons") shall conduct investigations based on the aforesaid information provided by the guaranteed party to ascertain the authenticity of such information.

Article 15 The Responsible Persons shall have the obligation to ensure the authenticity of the principal contract and to prevent collusion between the parties to the principal contract or the use of other fraudulent means to procure a guarantee from the Company.

Article 16 The department responsible for handling the guarantee matters shall investigate the repayment capacity, operational status and creditworthiness of the guaranteed party through its account bank, business counterparties and other aspects. Where necessary, the Company's finance department may, together with the audit department or through an engaged intermediary, conduct an audit of the guaranteed party.

Section 3 Guarantee Approval

Article 17 External guarantees that shall be approved by the Board must be considered and approved by more than two-thirds of the directors present at the meeting, and a resolution shall be made accordingly.

Article 18 External guarantees that shall be approved by the shareholders' general meeting must first be considered and approved by the Board before being submitted to the shareholders' general meeting for approval. External guarantees requiring approval by the shareholders' general meeting include, but are not limited to, the following circumstances:

(I) Any single guarantee amounting to more than 10% of the Company's latest audited net assets;

(II) Any guarantee provided after the aggregate amount of external guarantees of the Company and its controlling subsidiaries exceeds 50% of the Company's latest audited net assets;

(III) Any guarantee provided after the aggregate amount of external guarantees of the Company and its controlling subsidiaries exceeds 30% of the Company's latest audited total assets;

(IV) the gearing ratio over 70% shown in the latest financial statements of the guaranteed party;

~~(VH) Any guarantee where the amount guaranteed within one year exceeds 30% of the Company's latest audited total assets~~
Any guarantee where the aggregate amount of guarantee provided in the latest 12 months exceeds 30% of the Company's latest audited total assets;

~~(IV) Any guarantee provided for a guaranteed party whose asset-liability ratio exceeds 70%;~~

~~(V) Any single guarantee amounting to more than 10% of the Company's latest audited net assets;~~

(VI) Any guarantee provided for shareholders, the de factor controller and their associates;

(VII) Other guarantee circumstances as stipulated by the China Securities Regulatory Committee, the Shenzhen Stock Exchange or the Articles of Association.

Where a guarantee under item (VH) of the preceding paragraph is submitted to the shareholders' general meeting for approval, it shall be approved by more than two-thirds of the voting rights held by the shareholders present at the meeting.

Article 19 When the shareholders' general meeting or the Board makes a resolution on a guarantee matter, any shareholder or director with a material interest in the guarantee shall abstain from voting.

Article 20 A subsidiary that requires a guarantee from the Company must submit a guarantee application to the Company's headquarters, providing relevant information on the guarantee project and the required guarantee amount to the finance department. The finance department shall review the guarantee application submitted by the subsidiary and report it to the Company's management for approval. Upon approval, it shall be submitted to the Board or the shareholders' general meeting for consideration.

Section 4 Execution of Guarantee Contracts

Article 21 Upon a resolution of the Board or the shareholders' general meeting, the chairman of the Board or a person authorized by the chairman shall sign the guarantee contract externally on behalf of the Company.

Article 22 The guarantee contract must comply with applicable legal requirements and have clearly defined terms. When entering into a standard guarantee contract, the Company shall take into account the creditworthiness of the guaranteed party and rigorously review all obligation clauses. If any mandatory clause may pose unforeseeable risks to the Company, the guaranteed party shall be required to provide an appropriate counter-guarantee, or the Company shall refuse to provide the guarantee.

Article 23 The guarantee contract shall specify the following terms:

- (I) the creditor and the debtor;
- (II) the type and amount of the debt of the guaranteed party;
- (III) the agreed period for the debtor to perform its obligations to the creditor;
- (IV) the method, scope and duration of the guarantee;
- (V) any other matters deemed necessary by the parties.

Article 24 When accepting counter-guarantee mortgages or counter-guarantee pledges, the finance department shall, together with the audit department of the Company (or a law firm engaged by the Company), complete the relevant legal formalities, in particular the timely registration of the mortgage or pledge.

Article 25 Where the law requires registration of the guarantee, the Responsible Persons concerned shall complete the registration with the relevant registration authority.

Article 26 The Company shall properly manage guarantee contracts and related original documents, by performing timely sorting and inspection procedures, and regularly reconciling the same with banks and other relevant institutions to ensure that archived documents are complete, accurate and valid, and monitoring the validity and term of the guarantees.

If any irregular guarantee contract not approved by the Board or the shareholders' general meeting is discovered during contract management, the Company shall promptly report it to the Board, the audit committee ~~board of supervisors~~ and the stock exchange, and make an announcement accordingly.

Chapter 3 Management of Guarantee Risks

Article 27 The finance department of the Company shall be the functional management department for the Company's guarantee activities. After the guarantee contract is concluded, the finance department of the Company shall designate personnel to be responsible for safekeeping and management, maintain registration records on an item-by-item basis, and monitor the corresponding validity period of each guarantee. Prior to the maturity of the debts guaranteed by the Company, the Responsible Persons shall actively urge the guaranteed party to fulfill its repayment obligations within the agreed period. If the guaranteed party fails to perform its obligations on time, the Company shall promptly take necessary remedial measures.

Article 28 The Responsible Persons in the finance department shall continuously monitor the status of the guaranteed party, collect its latest financial information and audit reports, regularly analyze its financial condition and debt repayment capacity, and keep track of its operations, assets and liabilities, external guarantees, division or merger, and changes in legal representative, in particular, the status of repayments due. The Responsible Persons shall establish relevant financial files, analyze potential risks, report promptly to the Company's management based on actual circumstances, and submit regular reports to the Board.

Article 29 Based on the above circumstances, the finance department shall adopt effective measures, propose corresponding solutions for any potential risks, and submit the same to the Company's management.

Article 30 If it is discovered that the guaranteed party has failed to fulfill its repayment obligations within fifteen business days after the debt has become due, or if the guaranteed party's operating conditions are found to have deteriorated significantly, or if major events such as bankruptcy, liquidation, creditor's demand for the guarantor to perform its guarantee obligations, dissolution, or division occur, the Company shall promptly ascertain the debt repayment status of the guaranteed party. The relevant Responsible Persons shall report to the Board in a timely manner, and the Board shall take effective measures to minimize any losses.

Article 31 If the guaranteed party fails to perform its obligations and the guarantee creditor asserts its claims against the Company, the Company shall immediately initiate the counter-guarantee recovery procedure and simultaneously notify the Secretary of the Board, who shall immediately report to the Board.

Article 32 Where the Company acts as a general guarantor, it shall not undertake the guarantee responsibility for the debtor in advance without a resolution of the Board unless a judgment or arbitration award has been made in respect of disputes arising from a guarantee contract and the debt cannot be fulfilled through lawful compulsory execution against the debtor's assets.

Article 33 If a people's court accepts the bankruptcy case of the debtor and the creditor fails to declare its claims, the relevant Responsible Persons shall ensure that the Company participates in the distribution of the bankruptcy assets and exercises its right of recourse in advance.

Article 34 Where there are two or more guarantors under the guarantee contract and it is agreed with the creditor that each guarantor shall assume guarantee responsibility according to its respective share, the Company shall refuse to assume any guarantee responsibility beyond its own share.

Article 35 For continuous debt guarantees without an agreed guarantee period, if the Company discovers that continuing the guarantee poses significant risks, it shall promptly notify the creditor in writing to terminate the guarantee contract upon discovering such risks.

Article 36 If the creditor and the debtor amend the principal contract without the Company's written consent, the Company shall no longer bear any guarantee liability. Unless otherwise stipulated in the guarantee contract, performance of such contract shall proceed as agreed.

Article 37 After fulfilling its guarantee obligations to the creditor, the Company shall take effective measures to seek recourse from the debtor.

Chapter 4 Disclosure of Information

Article 38 After the Board or the shareholders' general meeting has made a resolution on the Company's external guarantee matters, the Board of the Company shall promptly submit the relevant documents to the Shenzhen Stock Exchange and disclose the information through designated information disclosure media. The disclosure shall include, but not be limited to, the board resolutions or resolutions of the shareholders' general meetings, the total amount of external guarantees provided by the Company and its subsidiaries as of the date of disclosure, the total amount of guarantees provided by the Company to its subsidiaries, and the respective proportions of the foregoing amounts to the Company's latest audited net assets.

Article 39 For guarantees already disclosed, the responsible departments and personnel shall promptly notify the board office, finance department, and legal department when any of the following circumstances occur, so that the Company can timely fulfill its information disclosure obligations and take relevant measures:

(I) the guaranteed party fails to perform its repayment obligations within fifteen business days after the debt becomes due;

(II) the guaranteed party enters into bankruptcy, liquidation, or other circumstances that seriously affect its ability to repay.

~~**Article 40** The independent directors of the Company shall provide a specific explanation of the Company's aggregate and current external guarantees in the annual report and express independent opinions thereon.~~

Chapter 5 Responsibilities of Responsible Persons

Article 401 Where a Responsible Person violates laws or the provisions of these Measures and, disregarding risks, provides a guarantee without authorization, causing losses, such person shall bear liability for compensation.

Article 412 The Board of the Company shall have the right to decide on appropriate disciplinary action against the responsible person, taking into account the extent of the Company's loss, the magnitude of the risk, and the seriousness of the circumstances.

Article 423 Where a Responsible Person violates the provisions of the Criminal Law in the course of the Company's guarantee activities, the Company shall refer the matter to the judicial authorities for criminal liability to be pursued according to law.

Chapter 6 Supplementary Provisions

Article 434 The term "above" as used in these Measures includes the number itself. Any matters not covered herein shall be implemented in accordance with the relevant national laws and regulations and the Articles of Association.

Article 445 The power of interpretation of these Measures shall vest in the Board of the Company.

Article 456 These Measures shall come into effect and be implemented upon approval by the shareholders' general meeting of the Company.

Xiamen Jihong Co., Ltd
June 2025

Set out below are the proposed amendments to the System for the Administration of Proceeds from Capital Raising Activities (募集資金管理制度).

XIAMEN JIHONG CO., LTD
System for the Administration of
Proceeds from Capital Raising Activities
(Revised in June 2025)

Chapter 1: GENERAL PROVISIONS

Article 1 In order to strengthen the management of the proceeds from capital raising activities by Xiamen Jihong Co., Ltd (hereinafter referred to as “the Company”), standardize the use of the proceeds from capital raising activities, and effectively protect the interests of investors, in accordance with the “Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), the “Securities Law of the People’s Republic of China” (hereinafter referred to as the “Securities Law”), the “Administrative Measures for the Issuance of Securities by Listed Companies,” the “Rules on the Regulation of Proceeds from capital raising activities by Listed Companies,” ~~Regulatory Requirements for the Management and Use of Fundraising by Listed Companies under Regulatory Guide No. 2~~, the “Listing Rules of the Shenzhen Stock Exchange” (hereinafter referred to as the “Listing Rules”), and the “the Self-regulatory Guidelines No. 1 for Listed Companies on the Shenzhen Stock Exchange – Standardized Operation of Listed Companies on Main Board” and other relevant laws, regulations, and normative documents, and considering the actual situation of the Company, this system is formulated.

Article 2 The term “proceeds from capital raising activities” as used in this system refers to proceeds from capital raising activities by the Company through the issuance of shares or other equity-based securities from investors for specific purposes. This does not include proceeds from capital raising activities by a listed company for the implementation of an equity incentive plan, and their derivative products from investors, which are used for specific purposes.

The term “oversubscription funds” as used in this system refers to the portion of the actual net proceeds from capital raising activities exceeding the planned fundraising amount.

~~**Article 3** The Company shall prudently use the proceeds from capital raising activities and ensure that their use is consistent with the commitments made in the issuance application documents. The Company shall not arbitrarily change the direction of the proceeds from capital raising activities.~~

~~The Company shall disclose the actual use of the proceeds from capital raising activities truthfully, accurately, and completely. In the event of a situation that severely impacts the normal execution of the fundraising investment plan, the Company shall promptly make an announcement.~~

~~When the investment projects in respect of proceeds from capital raising activities are implemented through the Company’s subsidiaries or other enterprises controlled by the Company, the Company shall ensure that the subsidiary or other controlled enterprises comply with this system.~~

The Board of the Company shall continuously monitor the deposit, management, and use of proceeds from capital raising activities, effectively prevent investment risks, and improve the efficiency of fund utilization.

The directors, ~~supervisor~~ and senior management members of the Company shall perform their duties diligently to ensure the safety of the Company's proceeds from capital raising activities, and shall not manipulate the Company to arbitrarily or disguisedly change the use of such funds. ensure that the Company regulates the use of proceeds from capital raising activities in a compliant manner, consciously safeguards the security of the proceeds from capital raising activities, and shall not engage in, assist with, or condone any unauthorized or disguised changes to the use of the proceeds from capital raising activities.

Article 4 The Company shall prudently use the proceeds from capital raising activities and ensure that their use is consistent with the purposes and uses as contained in the prospectus or other public offering documents. The Company shall not arbitrarily change the purposes of proceeds from capital raising activities.

The Company shall disclose the actual use of the proceeds from capital raising activities truthfully, accurately, and completely. In the event of a situation that severely impacts the normal execution of the fundraising investment plan, the Company shall promptly make an announcement.

Article 5 The Board of the Company shall fully demonstrate the feasibility of projects to be funded with proceeds from capital raising activities, ensuring that such projects have promising market prospects and profitability, so as to effectively prevent investment risks and improve the efficiency of fund utilization.

The Board of the Company is responsible for establishing and improving the internal management system for proceeds from capital raising activities and for ensuring the effective implementation of this system.

The directors and senior management members of the Company shall perform their duties diligently, supervise the proper use of proceeds from capital raising activities, voluntarily safeguard the security of such funds, and shall not participate in, assist with, or tolerate any arbitrary or disguised changes in the use of proceeds from capital raising activities.

Article 6 When the investment projects in respect of proceeds from capital raising activities are implemented through the Company's subsidiaries or other enterprises controlled by the Company, the Company shall ensure that the subsidiary or other controlled enterprises comply with this system.

Where the proceeds from capital raising activities are invested in overseas projects, the Company and its sponsor shall take effective measures to ensure the security and proper use of the funds invested in such overseas projects, and shall disclose the relevant specific measures and actual outcomes in the special report on the deposit, management, and use of proceeds from capital raising activities.

Where the proceeds from capital raising activities are utilized in violation of national laws and regulations and other provisions, including the Articles of Association, resulting in losses to the Company, the responsible persons shall bear the corresponding civil liability for compensation in accordance with applicable laws and regulations.

Article 4

Chapter 2: Special Account for the Deposit of Proceeds from capital raising activities

Article 57 The Company shall prudently select a commercial bank and open a special account for the proceeds from capital raising activities (hereinafter referred to as the “Special Account”). The proceeds from capital raising activities shall be deposited and managed and used centrally in the Special Account approved by the Board. The Special Account shall not be used to hold non-proceeds from capital raising activities or be used for other purposes.

If the Company has more than two rounds of financing, separate Special Accounts shall be set up for each round of fundraising.

The oversubscription funds shall also be deposited and managed in the Special Account.

Article 68 Within one month after the proceeds from capital raising activities are in place, the Company shall enter into a tripartite supervision agreement (hereinafter referred to as the “Tripartite Agreement”) with the sponsor or independent financial advisor and the commercial bank where the proceeds from capital raising activities are deposited. After the agreement is signed, the Company may use the proceeds from capital raising activities. The Tripartite Agreement shall at least include the following contents:

(I) The Company shall concentrate the proceeds from capital raising activities in the Special Account;

(II) The account number of the Special Account, the raised fund projects involved, and the amount deposited in the account;

(III) If the amount withdrawn from the Special Account by the Company exceeds RMB50 million or 20% of the net proceeds from capital raising activities within a single withdrawal or within a 12-month cumulative period, the Company and the commercial bank shall promptly notify the sponsor or independent financial advisor;

(IV) The commercial bank shall provide the Company with a bank statement every month and send a copy to the sponsor or independent financial advisor;

(V) The sponsor or independent financial advisor may, at any time, inquire about the Special Account information at the commercial bank;

(VI) The supervisory duties of the sponsor or independent financial advisor, the notification and cooperation responsibilities of the commercial bank, and the supervision methods by the sponsor or independent financial advisor and commercial bank regarding the use of the Company’s proceeds from capital raising activities;

(VII) The rights, obligations, and breach of contract responsibilities of the Company, commercial bank, sponsor, or independent financial advisor;

(VIII) If the commercial bank fails to issue bank statements or notify the sponsor or independent financial advisor of significant withdrawals from the Special Account on three occasions, or fails to cooperate with the sponsor or independent financial advisor in querying or investigating the Special Account information, the Company may terminate the Agreement and close the Special Account.

The Company shall promptly disclose the main contents of the Tripartite Agreement after it is signed.

If the Company implements the fundraising investment projects through its controlling subsidiaries, a tripartite supervision agreement shall be signed by the Company, the controlling subsidiary implementing the fundraising investment projects, the commercial bank, and the sponsor or independent financial advisor, with the Company and the subsidiary jointly considered as one party.

If the Tripartite Agreement is terminated before its expiration, the Company shall sign a new agreement with the relevant parties within one month from the date of termination and promptly disclose it.

Chapter 3: Use of Proceeds from capital raising activities

Article 79 In principle, proceeds from capital raising activities should be used for the Company's main business activities and may not be used for high-risk investments such as securities investments, derivative transactions, or providing financial assistance to others. Additionally, proceeds from capital raising activities may not be directly or indirectly invested in companies whose main business involves the buying and selling of securities.

The Company shall not use proceeds from capital raising activities for pledge, entrusted loans, or other investments that would effectively alter the intended use of the proceeds from capital raising activities.

Article 810 The Company shall ensure the authenticity and fairness of the use of proceeds from capital raising activities, preventing the occupation or misappropriation of funds by the controlling shareholders, actual controllers, or other related parties. The Company shall adopt effective measures to prevent related parties from using the proceeds from capital raising activities to gain improper benefits through investment projects.

Article 810 The Company shall ensure the authenticity and fairness of the use of proceeds from capital raising activities, preventing the occupation or misappropriation of funds by the controlling shareholders, actual controllers, or other related parties. The Company shall adopt effective measures to prevent related parties from using the proceeds from capital raising activities to gain improper benefits through investment projects.

Where the Company discovers that its controlling shareholder, de facto controller or other related parties have misappropriated the proceeds from capital raising activities, it shall promptly demand the return of such funds from the fund occupying party, and disclose the cause of the misappropriation, its impact on the Company, the rectification and repayment plan, and the progress of such rectification. The Board shall pursue the legal liability of the relevant parties in accordance with the law.

Article 11 If any of the following circumstances occurs with a fundraising investment project, the Company shall re-evaluate the feasibility, expected returns, etc., of the project, decide whether to continue the project:

(I) A significant change in the market environment involved in the fundraising investment project;

(II) The fundraising investment project has been suspended for more than 1 year after the proceeds from capital raising activities have been received;

(III) The completion deadline of the fundraising investment plan has passed, and the amount of funds invested does not reach 50% of the relevant planned amount;

(IV) Other abnormal situations occur with the fundraising investment project.

If the Company encounters any of the circumstances set forth in the preceding paragraph, it shall make a timely disclosure. The Company shall disclose in its most recent periodic report the progress of the project, the reasons for the abnormalities, and the details of any re-evaluation conducted during the reporting period. If an adjustment to the fundraising investment plan is required, the adjusted fundraising investment plan should be disclosed simultaneously.

Article 12 Where a fundraising investment project is expected to fail to complete within the originally scheduled timeframe and the Company intends to postpone its implementation, such postponement shall be promptly reviewed and approved by the Board of the Company, and the sponsor or independent financial advisor shall issue a clear opinion. The Company shall promptly disclose the specific reasons for the failure to complete on schedule, by explaining the current deposit and accounting status of the proceeds from capital raising activities, the circumstances affecting the normal progress of the proceeds from capital raising activities usage plan, the estimated completion time and phased investment plan, the measures to ensure timely completion after the postponement, and other relevant matters.

Article 13 When the Company uses proceeds from capital raising activities for the following matters, it shall be reviewed and approved by the Board, with clear consent from the sponsor or independent financial advisor:

(I) Replacing self-proceeds from capital raising activities already invested in fundraising investment project with proceeds from capital raising activities;

(II) Using temporarily idle proceeds from capital raising activities for cash management;

(III) Using temporarily idle proceeds from capital raising activities to temporarily supplement working capital;

(IV) Changing the use of proceeds from capital raising activities;

(V) Changing the implementation location of the fundraising investment project;

(VI) Using surplus proceeds from capital raising activities;

(VII) Using oversubscription funds for ongoing projects and new projects, as well as the repurchase and lawful cancellation of the Company's shares.

Where the Company changes the use of proceeds, uses oversubscription funds, or uses surplus proceeds reaching the threshold for shareholders' general meeting approval, such matters shall also be submitted to the shareholders' general meeting for approval.

If the relevant matters involve connected transactions, asset acquisitions, external investments, or similar, the Company shall also perform the review procedures and information disclosure obligations in accordance with Chapter 6 of the Stock Listing Rules.

Article 14 Upon completion of an individual or all fundraising investment projects, where the surplus funds (including interest income) are less than 10% of the net proceeds allocated to the project, the Company shall follow the procedures stipulated in the first paragraph of Article 13 when using such surplus funds.

If the surplus funds (including interest income) equal to or exceed 10% of the net proceeds allocated to the project, their use shall also be submitted to the shareholders' general meeting for approval. If the surplus funds (including interest income) are less than RMB 5 million or less than 1% of the project's net fundraising proceeds, the above procedures may be exempted, but the usage shall be disclosed in the annual report.

Article 15 The Company shall, based on its development plan and actual operational needs, properly arrange the use plan for oversubscription funds. Oversubscription funds shall be used for projects under construction, and new projects, as well as for the repurchase and lawful cancellation of the Company's shares. The Company shall, at the latest, determine the specific use plan for oversubscription funds at the time of the overall completion of the same batch of fundraising investment projects, and shall allocate and utilize the funds according to the plan.

Where the Company uses oversubscription funds to invest in projects under construction and new projects, it shall fully disclose information such as the construction plan of the relevant projects, the necessity and reasonableness of the investment, the investment period, and the rate of return. If the projects involve connected transactions, asset acquisitions, external investments, or similar, the Company shall also perform the review procedures and information disclosure obligations in accordance with Chapter 6 of the Listing Rules and other applicable provisions.

Where it is indeed necessary to use temporarily idle oversubscription funds for cash management or to temporarily supplement working capital, the necessity and reasonableness of such use shall be explained. If the Company uses temporarily idle oversubscription funds for cash management or to temporarily supplement working capital, the amount, duration, and other relevant matters shall be subject to approval by the Board of the Company, and the sponsor shall issue a clear opinion. The Company shall promptly disclose the relevant information.

The Company shall explain the use of oversubscription funds and the usage plan for the following year in the annual special report on the deposit, management, and use of proceeds from capital raising activities.

The Company shall use the oversubscription funds in a planned manner according to the actual production and operation needs of the enterprise, and after submitting it to the Board or Shareholders' General Meeting for approval, in the following order:

(I) To supplement the funding gap of fundraising investment project;

(II) Temporarily supplement working capital;

(III) Conduct cash management.

Article 16 Where the Company substitutes proceeds from capital raising activities for self-raised funds that were previously advanced for fundraising investment projects, such replacement shall be subject to approval by the Board of the Company, with a clear opinion issued by the sponsor. The Company shall promptly disclose relevant information. In principle, the replacement shall be carried out within six months after the proceeds from capital raising activities are deposited into the dedicated account.

During the implementation of fundraising investment projects, proceeds from capital raising activities shall, in principle, be used for direct payments. Where it is indeed difficult to make direct payments using proceeds from capital raising activities, such as for paying staff salaries or purchasing overseas products and equipment, replacement may be carried out within six months after payment has been made using self-raised funds.

If the Company has disclosed in its offering application documents the intention to replace the self-raised funds with proceeds from capital raising activities, and the amount of the pre-investment is determined, it must disclose the matter to the public before implementing the replacement.

Article 17 Where the Company uses temporarily idle proceeds from capital raising activities for cash management, such cash management shall be conducted through the dedicated fundraising account or a publicly disclosed product-specific settlement account. Where a product-specific settlement account is used, the account shall not be used to hold funds irrelevant to proceeds from capital raising activities or for any other purpose. The implementation of cash management shall not affect the normal progress of the fundraising investment plan. The Company shall promptly disclose any opening or closure of a product-specific settlement account.

Cash management products shall meet the following conditions:

(I) They shall be highly secure products such as structured deposits or large-denomination certificates of deposit, and shall not be non-principal-guaranteed products;

(II) They shall have good liquidity, with a term not exceeding twelve months;

(III) The cash management products shall not be pledged.

Article 18 Where the Company uses idle proceeds from capital raising activities for cash management, it shall promptly disclose the following information after the board meeting:

(I) Basic information on the proceeds from capital raising activities, including the date of receipt, total amount raised, net proceeds, and investment plan;

(II) The usage status of the proceeds from capital raising activities and the reasons for the idle funds;

(III) The amount and term of the cash management, whether there is any disguised change in the intended use of the proceeds from capital raising activities, and the measures to ensure that the fundraising investment projects are not adversely affected.

(IV) The income distribution method of the cash management products, the investment scope, the safety analysis provided by the issuing entity of the product, and the risk control measures taken by the Company to ensure the safety of the funds;

(V) Opinions from the sponsor or independent financial advisor.

The Company must promptly disclose a risk warning announcement, when major risk situations occur, such as deterioration of the financial condition of the product issuer or potential losses in the cash management products, and explain the risk control measures the Company has taken to ensure the safety of the funds.

Article 19 When the Company temporarily uses idle proceeds from capital raising activities to supplement working capital, such use shall be carried out through the dedicated account for proceeds from capital raising activities and shall be limited to production and business activities related to the main business, and shall meet the following conditions:

(I) It shall not change the use of proceeds from capital raising activities in disguise or affect the normal progress of the fundraising investment plan;

(II) Previously used proceeds from capital raising activities for temporarily supplementing working capital have been repaid;

(III) The duration for each temporary working capital supplementation shall not exceed twelve months;

(IV) Idle proceeds from capital raising activities shall not be used directly or indirectly for high-risk investments such as securities investment, derivatives trading, etc.

Article 20 When the Company uses idle proceeds from capital raising activities to temporarily supplement working capital, it shall promptly disclose the following information after the Board's approval:

(I) The basic information of this raised fund, including the date of receipt of such proceeds from capital raising activities, amount raised, net amount of proceeds from capital raising activities, and investment plan;

(II) The usage of proceeds from capital raising activities;

(III) The amount and duration of idle proceeds from capital raising activities used to supplement working capital;

(IV) The estimated savings in financial expenses from using idle proceeds from capital raising activities to supplement working capital, the reasons for insufficient working capital, whether there is any disguised change in the use of proceeds from capital raising activities, and the measures to ensure that the normal progress of fundraising investment projects will not be affected;

(V) The opinions of the sponsor or independent financial advisor;

(VI) Any other content required by the Shenzhen Stock Exchange.

Before the due date for the supplementary working capital, the Company shall return the funds to the proceeds from capital raising activities special account and promptly disclose this after all the funds have been returned. If the Company expects to be unable to return such portion of funds to the dedicated account for proceeds from capital raising activities on schedule, it shall, prior to the due date, fulfill the review procedures as required in the preceding paragraph and make a timely announcement. The announcement shall include the use of funds, reasons for the failure to return the funds, reasons for the continued use of the funds to replenish working capital, and the duration of such use.

~~**Article 9** When the Company undertakes project investments, the expenditure of funds must strictly follow the Company's fund management system and complete the necessary approval procedures for fund usage. For each expenditure of proceeds from capital raising activities, a fund usage plan must be submitted by the department or unit responsible for the fundraising investment project (hereinafter referred to as the "Project Department"). Within the scope authorized by the Board, after being signed by the head of the department or unit, the plan should be submitted to the Finance Department for review. After the Finance Department's review, the plan must be signed off by the financial manager, chief engineer, and general manager before payment is made. For amounts exceeding the Board's authorized limits, the approval of the Board must be obtained.~~

~~**Article 10** Investment projects should be implemented according to the schedule committed by the Board. The Company's Project Departments should establish project management systems to inspect and supervise the use of funds, project progress, project engineering quality, etc., and maintain project files.~~

~~The Company's Finance Department should establish and improve accounting records and original ledgers for activities involving the use of proceeds from capital raising activities, and regularly inspect and supervise the usage and effectiveness of the funds.~~

~~**Article 11** The Board of the Company shall conduct a comprehensive review of the progress of fundraising investment project every six months. A special report on the deposit and usage of proceeds from capital raising activities for both the half-year and the full year shall be issued, and an accounting firm shall be hired to issue an attestation report on the annual deposit and usage of proceeds from capital raising activities. The Company shall disclose the attestation report issued by the accounting firm simultaneously with the periodic reports in the appropriate media.~~

~~If there is a discrepancy between the actual investment progress of the fundraising investment project and the investment plan, the Company shall explain the specific reasons. If the difference between the actual usage of proceeds from capital raising activities for the investment project in the year and the estimated usage amount in the latest disclosed fundraising investment plan exceeds 30%, the Company shall adjust the fundraising investment plan and disclose the following in the special report on the deposit and usage of proceeds from capital raising activities and the periodic report: the latest annual fundraising investment plan, the current actual investment progress, the adjusted estimated annual investment plan, and the reasons for the changes in the investment plan.~~

~~The accounting firm shall reasonably verify whether the special report of the Board has been prepared in accordance with the relevant regulations of the stock exchange and whether it truthfully reflects the actual deposit and usage of the annual proceeds from capital raising activities, and provide a verification conclusion.~~

~~If the verification conclusion is “qualified opinion”, “negative opinion”, or “unable to form an opinion”, the Board shall analyze the reasons for the conclusion raised by the accountant in the verification report, propose corrective measures, and disclose them in the annual report.~~

~~**Article 12** If any of the following circumstances occurs with a fundraising investment project, the Company shall re-evaluate the feasibility, expected returns, etc., of the project, decide whether to continue the project, and disclose the project’s progress and the reasons for the abnormality in the latest periodic report. If an adjustment to the fundraising investment plan is required, the adjusted fundraising investment plan should be disclosed simultaneously:~~

~~(I) A significant change in the market environment involved in the fundraising investment project;~~

~~(II) The fundraising investment project has been suspended for more than 1 yearproceeds from capital raising activities;~~

~~(III) The completion deadline of the fundraising investment plan has passed, and the amount of funds invested does not reach 50% of the relevant planned amount;~~

~~(IV) Other abnormal situations occur with the fundraising investment project.~~

~~**Article 13** If the Company decides to terminate the original fundraising investment project, it should promptly and scientifically select a new investment project.~~

~~**Article 14** If the Company invests its own funds in advance for a fundraising investment project, it may replace the self-proceeds from capital raising activities with the proceeds from capital raising activities within six months after the funds are received. The replacement matter must be reviewed and approved by the Board of the Company, accompanied by an assurance report from the accounting firm. Clear consent must also be obtained from the independent directors, the board of supervisors, and the sponsor, and disclosed to the public.~~

~~If the Company has disclosed in its offering application documents the intention to replace the self-proceeds from capital raising activities with proceeds from capital raising activities, and the amount of the pre-investment is determined, it must disclose the matter to the public before implementing the replacement.~~

~~**Article 15** When the Company uses proceeds from capital raising activities for the following matters, it shall be reviewed and approved by the Board, with clear consent from the independent directors, the board of supervisors, and the sponsor or independent financial advisor:~~

~~(I) Replacing self-proceeds from capital raising activities already invested in fundraising investment project with proceeds from capital raising activities;~~

~~(II) Using temporarily idle proceeds from capital raising activities for cash management;~~

~~(III) Using temporarily idle proceeds from capital raising activities to temporarily supplement working capital;~~

~~(IV) Changing the use of proceeds from capital raising activities;~~

~~(V) Changing the implementation location of the fundraising investment project;~~

~~(VI) Using surplus proceeds from capital raising activities;~~

~~(VII) Using oversubscription funds for ongoing projects and new projects.~~

~~Any changes to the use of proceeds from capital raising activities shall also be approved by the shareholders' general meeting.~~

~~If the related matters involve connected transactions, asset purchases, or external investments, the review procedure and information disclosure obligations shall also be performed in accordance with Chapter 6 of the Listing Rules.~~

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~~**Article 16** When the Company temporarily uses idle proceeds from capital raising activities to supplement working capital, proceeds from capital raising activities it is limited to production and business activities related to the main business, and shall meet the following conditions:~~

~~(I) It shall not change the use of proceeds from capital raising activities in disguise or affect the normal progress of the fundraising investment plan;~~

~~(II) Previously used proceeds from capital raising activities for temporarily supplementing working capital have been repaid;~~

~~(III) The duration for each temporary working capital supplementation shall not exceed twelve months;~~

~~(IV) Idle proceeds from capital raising activities shall not be used directly or indirectly for high-risk investments such as securities investment, derivatives trading, etc.~~

~~**Article 17** When the Company uses idle proceeds from capital raising activities to temporarily supplement working capital, it shall promptly disclose the following information after the Board's approval:~~

~~(I) The basic information of this raised fund, including the fundraising period, amount raised, net amount of proceeds from capital raising activities, and investment plan;~~

~~(II) The usage of proceeds from capital raising activities;~~

~~(III) The amount and duration of idle proceeds from capital raising activities used to supplement working capital;~~

~~(IV) The estimated savings in financial expenses from using idle proceeds from capital raising activities to supplement working capital, the reasons for insufficient working capital, whether there is any disguised change in the use of proceeds from capital raising activities, and the measures to ensure that the normal progress of fundraising projects will not be affected;~~

~~(V) The opinions of the independent directors, board of supervisors, and the sponsor or independent financial advisor;~~

~~(VI) Any other content required by the Shenzhen Stock Exchange.~~

~~Before the due date for the supplementary working capital, the Company shall return the funds to the proceeds from capital raising activities special account and promptly disclose this after all the funds have been returned.~~

~~**Article 18** The Company shall use the oversubscription funds in a planned manner according to the actual production and operation needs of the enterprise, and after submitting it to the Board or Shareholders' General Meeting for approval, in the following order:~~

~~(I) To supplement the funding gap of fundraising investment project;~~

~~(II) For ongoing and new projects;~~

~~(III) To repay bank loans;~~

~~(IV) To temporarily supplement working capital;~~

~~(V) For cash management;~~

~~(VI) To permanently supplement working capital.~~

~~**Article 19** When the Company uses oversubscription funds for ongoing and new projects, the funds should be used in accordance with the progress of these projects.~~

~~If the Company uses oversubscription funds for ongoing and new projects, the sponsor or independent financial advisor, and independent directors, should issue special opinions. If the project involves related party transactions, asset purchases, external investments, etc., the Company should also follow the procedures for review and information disclosure obligations in accordance with Chapter 6 of the Listing Rules and other regulations.~~

~~**Article 20** If the Company uses oversubscription funds to repay bank loans or permanently supplement working capital, it must be approved by the shareholders' general meeting. Independent directors, the board of supervisors, and the sponsor or independent financial advisor must issue clear consent opinions and disclose this information, and it should meet the following requirements:~~

~~(I) The Company should commit not to engage in securities investments, derivative transactions, or other high-risk investments, nor provide financial assistance to entities other than controlling subsidiaries within twelve months after supplementing working capital, and disclose this information externally;~~

~~(II) The Company should repay bank loans or supplement working capital according to actual needs, and the cumulative amount within each twelve-month period should not exceed 30% of the total oversubscription funds.~~

~~**Article 21** When the Company uses temporarily idle proceeds from capital raising activities for cash management, the term of the investment products must not exceed twelve months and must meet the following conditions:~~

~~(I) The products should be safe principal-protected products such as structured deposits, large certificates of deposit, etc.;~~

~~(II) The products should have good liquidity and must not affect the normal implementation of the fundraising investment plan.~~

~~The investment products must not be pledged, and the dedicated settlement accounts for these products (if applicable) must not contain funds irrelevant to proceeds from capital raising activities or be used for other purposes. If a dedicated settlement account for the product is opened or closed, the Company should make a prompt announcement.~~

~~**Article 22** When the Company uses idle proceeds from capital raising activities for cash management, it must promptly disclose the following information after the Board's approval:~~

~~(I) Basic information of this fundraising, including the fundraising period, total amount of proceeds from capital raising activities, net amount of proceeds from capital raising activities, and investment plan, etc.;~~

~~(II) The usage of proceeds from capital raising activities and the reasons for the idle funds;~~

~~(III) The amount and term of the investment products using idle proceeds from capital raising activities, whether there is any disguised change in the use of proceeds from capital raising activities, and measures to ensure that it does not affect the normal implementation of the fundraising investment plan;~~

~~(IV) The income distribution method of the investment products, the investment scope, the safety analysis provided by the issuing entity of the product, and the risk control measures taken by the Company to ensure the safety of the funds;~~

~~(V) Opinions from independent directors, the board of supervisors, and the sponsor or independent financial advisor.~~

~~The Company must promptly disclose a risk warning announcement, when major risk situations occur, such as deterioration of the financial condition of the product issuer or potential losses in the invested products, and explain the risk control measures the Company has taken to ensure the safety of the funds.~~

~~**Article 23** When the Company uses the issuance of securities as a payment method to purchase assets from specific targets, it must ensure that all ownership transfer procedures for the assets are completed before the new shares are listed. The law firm hired by the Company should issue a special legal opinion on the completion of the asset transfer procedures.~~

~~**Article 24** When a listed company uses the issuance of securities as a payment method to purchase assets from specific targets, or when proceeds from capital raising activities are used for asset acquisitions, the relevant parties must strictly comply with and fulfill the commitments related to the purchase of assets.~~

Chapter 4: Change of Use of Proceeds from capital raising activities

Article 251 The following situations are considered as changes in the use of proceeds from capital raising activities:

(I) Cancellation or termination of the original fundraising investment project and implementation of a new project or permanent replenishment of working capital;

(II) Change of the implementing entity for the fundraising investment project (except for changes within the Company and its wholly-owned subsidiaries);

(III) Change in the implementation method of the fundraising investment project;

(IV) Other situations recognized by the China Securities Regulatory Committee or Shenzhen Stock Exchange as changes in the use of proceeds from capital raising activities.

Where the Company uses the proceeds from capital raising activities for cash management, temporary replenishment of working capital, or uses excess proceeds from capital raising activities, in a manner that exceeds the amount, duration, or purpose approved by the Board or the shareholders' general meeting, and the circumstances are serious, such conduct shall be deemed a unauthorized change in the use of proceeds from capital raising activities.

~~**Article 26** The changed use of proceeds from capital raising activities by the Company should, in principle, be invested in the main business activities.~~

Article 2722 The Board of the Company should scientifically and prudently select new investment projects, conduct feasibility analyses on new investment projects, and ensure that the investment project has good market prospects and profitability, effectively mitigate investment risks, and improve the utilization efficiency of proceeds from capital raising activities.

Article 2823 If the Company intends to change the fundraising investment project to a joint venture, it should carefully consider the necessity of the joint venture based on a thorough understanding of the joint venture partner's basic situation. The Company should ensure that it holds a controlling stake to maintain effective control over the fundraising investment project.

Article 2924 If the Company changes the use of proceeds from capital raising activities for the acquisition of assets (including equity) from the controlling shareholder or actual controller, it should ensure that after the acquisition, there will be effective measures to avoid competition in the same industry and reduce related party transactions.

~~**Article 25** The Company should disclose the reasons for the transaction with the controlling shareholder or actual controller, the pricing policies and basis for the related party transactions, the impact of the related party transactions on the Company, and the measures taken to address relevant issues.~~

If the Company changes the implementation location of the fundraising investment project, it should promptly announce the change after approval by the Board, explaining the changes, reasons, impact on the implementation of the fundraising investment project, and the opinions issued by the sponsor or independent financial advisor.

~~**Article 30** After the completion of a single or all fundraising investment project, if the surplus funds (including interest income) are less than 10% of the net amount of the proceeds from capital raising activities for the project, the Company's use of surplus funds should follow the corresponding procedures as specified in Paragraph 1 of Article 15 of this system. If the surplus funds (including interest income) reach or exceed 10% of the net amount of the proceeds from capital raising activities for the project, the use of surplus funds should also be approved by the shareholders' general meeting.~~

~~If the surplus funds (including interest income) are less than five million yuan or less than 1% of the project's proceeds from capital raising activities net amount, the above procedures may be waived, and the use of these funds should be disclosed in the annual report.~~

Article 3426 Before the completion of all the Company's fundraising projects, if surplus funds arise due to project termination and part of the proceeds from capital raising activities are planned to be used for permanent working capital replenishment, the following requirements must be met:

- (I) The proceeds from capital raising activities must have been received for over one year;
- (II) The use of funds should not affect the implementation of other fundraising projects;
- (III) The approval procedures and information disclosure obligations for the change in the use of proceeds from capital raising activities should be followed according to the requirements.

Chapter 5: Management and Supervision of Proceeds from capital raising activities

Article 3227 When the Company undertakes project investments, the expenditure of funds must strictly follow the Company's fund management system and complete the necessary approval procedures for fund usage. For each expenditure of proceeds from capital raising activities, a fund usage plan must be submitted by the department or unit responsible for the fundraising investment project. Within the scope authorized by the Board, after being signed by the head of the department or unit, the plan should be submitted to the Finance Department for review. After the Finance Department's review, the plan must be signed off by the financial manager, chief engineer, and general manager before payment is made. For amounts exceeding the Board's authorized limits, the approval of the Board must be obtained.

The Company's accounting department should establish a ledger to record in detail the expenditure and investment status of the proceeds from capital raising activities.

The internal audit department of the Company should inspect the deposit, management and use of proceeds from capital raising activities at least quarterly and report the inspection results to the audit committee in a timely manner.

If the audit committee finds that the Company's proceeds from capital raising activities management violates regulations, presents significant risks, or the internal audit department fails to submit the inspection report as required, it should promptly report to the Board. The Board should report to the Shenzhen Stock Exchange and make an announcement within 2 trading days upon receiving the report.

Article 28 The Board of the Company shall continuously monitor the actual deposit, management, and use of the proceeds from capital raising activities, conduct a comprehensive review of the progress of the fundraising investment projects on a semi-annual basis, issue special semi-annual and annual reports on the deposit, management, and use of the proceeds from capital raising activities, and engage an accounting firm to issue a verification report on the annual deposit, management, and use of the proceeds from capital raising activities. The relevant special reports shall include the basic information of the proceeds from capital raising activities and the deposit, management, and use of such funds as required under the Self-Regulatory Guidelines for Listed Companies No. 1 – Standardized Operation of Main Board Listed Companies issued by the Shenzhen Stock Exchange. The Company shall disclose the verification report issued by the accounting firm together with its periodic reports through qualified media channels.

If there is a discrepancy between the actual investment progress of the fundraising investment project and the investment plan, the Company shall explain the specific reasons. If the difference between the actual usage of proceeds from capital raising activities for the investment project in the year and the estimated usage amount in the latest disclosed fundraising investment plan exceeds 30%, the Company shall adjust the fundraising investment plan and disclose the following in the special report on the deposit, management and usage of proceeds from capital raising activities and the periodic report: the latest annual fundraising investment plan, the current actual investment progress, the adjusted estimated annual investment plan, and the reasons for the changes in the investment plan. The Company shall cooperate with the ongoing supervision conducted by the sponsor or independent financial advisor, as well as the audit work performed by the accounting firm, and shall promptly provide or apply to the bank for the provision of necessary information related to the deposit, management, and use of the proceeds from capital raising activities.

The accounting firm shall reasonably verify whether the special report of the Board has been prepared in accordance with the relevant regulations of the Shenzhen Stock Exchange and whether it truthfully reflects the actual deposit, management and usage of the annual proceeds from capital raising activities, and provide a verification conclusion.

If the verification conclusion is “qualified opinion”, “negative opinion”, or “unable to form an opinion”, the Board shall analyze the reasons for the conclusion raised by the accountant in the verification report, propose corrective measures, and disclose them in the annual report.

~~Article 32~~**Article 29** If the sponsor or independent financial advisor discovers any irregularities in the deposit, management, or use of the Company’s proceeds from capital raising activities, it shall promptly conduct an on-site inspection and report to the Shenzhen Stock Exchange in a timely manner.

~~Article 33~~ **Article 33** The sponsor or independent financial advisor should conduct an on-site inspection of the Company’s deposit, management and use of proceeds from capital raising activities at least once every six months. At the end of each fiscal year, the sponsor or independent financial advisor should issue a special verification report on the Company’s annual deposit, management and use of proceeds from capital raising activities and disclose it.

If the accounting firm issues a “qualified opinion”, “negative opinion”, or “unable to form an opinion” in the verification conclusion on the deposit, management and use of proceeds from capital raising activities of the Company, the sponsor or independent financial advisor should carefully analyze the reasons for the above conclusions in their verification report and provide clear verification opinions.

If the sponsor or independent financial advisor finds that the Company or the commercial bank has not fulfilled the Tripartite Agreement as agreed, or if they discover significant violations or major risks in the Company’s proceeds from capital raising activities management during an on-site inspection, they should urge the Company to rectify the issue promptly and report it to the Shenzhen Stock Exchange.

~~Article 34~~ Independent directors should continuously monitor whether there is any significant discrepancy between the actual management and use of proceeds from capital raising activities and the Company’s information disclosure. With the approval of more than half of the independent directors, independent directors may hire an audit firm to issue a verification report on the deposit and use of proceeds from capital raising activities. The Company should actively cooperate and bear the necessary costs.

~~The Board should promptly announce the verification report after receiving it. If the verification report indicates that the Company's management and use of proceeds from capital raising activities involves violations, the Board should also announce the violations in the management and use of proceeds from capital raising activities, the consequences that have occurred or may occur, and the actions that have already been or are intended to be taken.~~

Chapter 6: Supplementary Provisions

Article 350 The terms “above”, “within”, and “before” as used in this system include the stated number, while “exceeding” and “below” do not include the stated number.

Article 3631 For matters not covered by this system, or in the event of inconsistency with the provisions of the Company Law and other relevant laws, administrative regulations, normative documents, and the Company's Articles of Association, the relevant provisions of national laws, administrative regulations, normative documents, and the Articles of Association shall prevail.

Article 3732 This system shall be interpreted and amended by the Board of the Company.

~~**Article 38**~~

Article 33 This system shall come into effect and be implemented upon approval by the shareholders' general meeting.

Xiamen Jihong Co., Ltd
June 2025

Set out below are the proposed amendments to the Working System for Independent Non-Executive Directors (獨立非執行董事工作制度).

Xiamen Jihong Co., Ltd
Working System for Independent Non-Executive Directors
(revised in June 2025)

Chapter 1 General Provisions

Article 1 This system is formulated in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Administrative Measures of Independent Directors in Listed Companies, the Stock Listing Rules of the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules"), the Self-regulatory Guidelines No. 1 for Listed Companies on the Shenzhen Stock Exchange – Standardized Operation of Listed Companies on Main Board, other relevant national laws, administrative regulations, normative documents, and the Articles of Association of Xiamen Jihong Co., Ltd (hereinafter referred to as the "Articles of Association"), with a view to regulating the conduct of independent directors, further improving the corporate governance structure of Xiamen Jihong Co., Ltd (hereinafter referred to as the "Company"), fully leveraging the role of independent directors in corporate governance, safeguarding the lawful rights and interests of all shareholders from being infringed, and promoting the Company's sustainable and regulated development.

Article 2 Independent directors refer to directors who do not hold any position in the Company other than that of director and who do not have any direct or indirect relationship with the Company, its major shareholders, or its actual controllers, or other relationships that may affect their independent and objective judgment.

Independent directors shall perform their duties independently and shall not be influenced by the Company, its major shareholders, actual controllers, or any other entities or individuals.

The term "independent director" as used in this system shall have the same meaning as "independent non-executive director" under the Hong Kong Listing Rules, and independent directors shall meet the independence requirements stipulated therein.

Article 3 Independent directors owe fiduciary and due diligence duties to the Company and all shareholders. They shall conscientiously perform their responsibilities in accordance with applicable laws, administrative regulations, the rules and regulations of the China Securities Regulatory Commission (hereinafter referred to as the "CSRC"), the business rules of the Shenzhen Stock Exchange (hereinafter referred to as the "SZSE"), and the Articles of Association. Independent directors shall play an active role in decision-making, supervision and checks and balances, and professional advisory functions within the Board, uphold the overall interests of the Company, and safeguard the lawful rights and interests of minority shareholders.

Article 4 Independent directors of the Company shall comprise no less than one-third of the members of the Board of the Company and shall include at least one accounting professional.

An accounting professional refers to a person ~~holding a senior professional title or a certified public accountant qualification~~ who has extensive accounting expertise and experience, and shall at least fulfil one of the following conditions and also meets the relevant Hong Kong professional qualification requirements under the Hong Kong Listing Rules:

(1) qualified as a certified public accountant;

(2) qualified as a senior professional, associate professor or obtained doctorate degree in accounting, auditing or financial management;

(3) qualified as a senior professional in economic management and with more than five years of full-time working experience in professional posts such as accounting, auditing or financial management.

The Board of the Company has established an Audit Committee. Members of the Audit Committee shall be directors who do not hold senior management positions within the Company, with independent directors of the Company comprising the majority. The convener of the Audit Committee shall be an independent director of the Company who is an accounting professional.

The Board of the Company has also established special committees including the Nomination Committee, the Remuneration and Appraisal Committee, and the Strategy Committee. Independent directors of the Company shall comprise the majority of both the Nomination Committee and the Remuneration and Appraisal Committee and shall serve as conveners of these committees.

Chapter 2 Qualifications and Appointment and Dismissal

Article 5 Independent directors must maintain their independence. None of the following individuals may serve as independent directors of the Company:

(I) Individuals who hold positions in the Company or its affiliated enterprises, as well as their spouses, parents, children, or key social relations;

(II) Individuals who directly or indirectly hold more than 1% of the issued shares of the Company or are among the Company's top ten natural person shareholders, as well as their spouses, parents, or children;

(III) Individuals who are employed by shareholders directly or indirectly holding more than 5% of the Company's issued shares, or by any of the Company's top five shareholders, as well as their spouses, parents, or children;

(IV) Individuals who hold positions in the affiliated enterprises of the Company's controlling shareholders or actual controllers, as well as their spouses, parents, or children;

(V) Individuals who have significant business dealings with the Company, its controlling shareholders, or actual controllers, or their respective affiliated enterprises, and individuals who hold positions in entities (including their controlling shareholders or actual controllers) that have significant business dealings with the Company.

(VI) Individuals who provide financial, legal, consulting, sponsorship, or other services to the Company, its controlling shareholders, actual controllers, or their respective affiliated enterprises, including but not limited to all members of the project team of the intermediary institution providing such services, personnel at all levels responsible for review, signatories of the reports, partners, directors, senior management members, and key responsible persons;

(VII) Individuals who, within the past twelve months, fell under any of the circumstances listed in Items (I) through (VI);

(VIII) Other individuals who are not deemed independent as stipulated by laws, administrative regulations, the rules of the China Securities Regulatory Commission, the business rules of the Shenzhen Stock Exchange, or the Articles of Association of the Company.

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

Article 6 To serve as an independent director of the Company, a candidate must meet the following conditions:

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

(II) Satisfy the independence requirements stipulated by relevant laws, administrative regulations, normative documents, and the Hong Kong Listing Rules;

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

(IV) Have no less than five years of work experience in law, accounting, economics, or other fields necessary for fulfilling the duties of an independent director;

(V) Demonstrate good personal integrity and have no record of major dishonesty or other serious misconduct;

(VI) Meet other requirements as stipulated by laws, administrative regulations, the rules of the China Securities Regulatory Commission, the securities regulatory rules of the stock exchange where the Company's shares are listed, and the Articles of Association of the Company.

Article 7 In principle, an individual may serve as an independent director in no more than three domestic listed companies and shall ensure sufficient time and energy to effectively perform the duties of an independent director of the Company.

Article 8 Candidates for independent director may be nominated by the Board of the Company, ~~the Supervisory Committee of the Company~~, or shareholders individually or jointly holding more than 1% of the Company's issued shares, and shall be elected at the shareholders' general meeting.

Lawfully established investor protection institutions may publicly request shareholders to authorize them to exercise the right to nominate independent directors on their behalf.

The nominators as provided in the first paragraph shall not nominate individuals who have conflicts of interest with them or who have close relationships that may affect their ability to perform duties independently as candidates for independent director.

Article 9 The nominator of an independent director shall obtain the consent of the nominee prior to the nomination. The nominator shall fully understand the nominee's profession, academic qualifications, professional titles, detailed work experience, all part-time positions, and whether the nominee has any major dishonesty or other adverse records, and shall express an opinion on whether the nominee meets the independence and other qualifications required to serve as an independent director. The nominee shall make a public statement confirming that they meet the independence requirements and other qualifications to serve as an independent director.

Article 10 The Nomination Committee of the Board of the Company shall review the qualifications of each nominee and form a clear review opinion.

Before the shareholders' general meeting convenes to elect independent directors, the Company shall disclose relevant information in accordance with Article 9 of this system and the preceding paragraph. The Company shall also submit all relevant materials of the independent director candidates to the Shenzhen Stock Exchange for review. The submitted materials must be true, accurate, and complete. If the Shenzhen Stock Exchange raises any objections, the Company shall not proceed with the election at the shareholders' general meeting.

Article 11 Where two or more independent directors of the Company are to be elected at the shareholders' general meeting, cumulative voting shall be implemented. The voting results of minority shareholders shall be counted and disclosed separately.

Article 12 The term of office for an independent director of the Company shall be the same as that of other directors of the Company. Upon expiration of the term, re-election is permitted; however, the consecutive term of service shall not exceed six years.

Article 13 Prior to the expiration of an independent director's term, the Company may, in accordance with legal procedures, remove the independent director from office. If an independent director is removed before the end of their term, the Company shall promptly disclose the specific reasons and basis for the removal. If the independent director has any objections, the Company shall also disclose such objections in a timely manner.

If an independent director no longer meets the conditions set forth in Items (I) or (II) of Article 6 of this system, they shall immediately cease performing their duties and resign from office. If the independent director fails to resign, the Board, upon becoming aware or should be aware of such circumstances, shall immediately remove the director in accordance with relevant regulations.

If an independent director resigns or is removed due to the circumstances described in the preceding paragraph, resulting in the proportion of independent directors on the Board or its special committees failing to meet the requirements of this system or the Articles of Association of the Company, or if there is a lack of an accounting professional among independent directors, the Company shall complete the by-election within sixty days from the date when such circumstances arise.

Article 14 An independent director may resign before the expiration of their term. To resign, the independent director shall submit a written resignation report to the Board, explaining any matters related to the resignation or any issues they believe should be brought to the attention of the shareholders or creditors of the Company. The Company shall disclose the reasons for the resignation of the independent director and any matters of concern.

If the resignation of an independent director would cause the proportion of independent directors on the Board or its special committees to fall below the requirements set forth in this system or the Articles of Association, or would result in the absence of an accounting professional among the independent directors, the resigning independent director shall continue to perform their duties until a successor is appointed. The Company shall complete the by-election within sixty days from the date the independent director submits their resignation.

Chapter 3 Duties and Manner of Performing Responsibilities

Article 15 As a member of the Board, independent directors shall, with a faithful and diligent obligation toward the Company and all its shareholders, prudently perform the following duties
~~Independent directors shall perform the following duties:~~

(I) Participate in the decision-making of the Board of the Company and express clear opinions on the matters discussed;

(II) Oversee significant potential conflicts of interest between the Company and its controlling shareholders, actual controllers, directors, or senior management members, as specified in Articles 21, 24, 25, and 26 of this system, to ensure that decisions made by the Board of the Company align with the overall interests of the Company and protect the lawful rights and interests of minority shareholders;

(III) Provide professional and objective advice on the Company's business operations and development, and contribute to improving the decision-making quality of the Board of the Company;

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

Article 16 Independent directors shall have the following special powers:

(I) Independently engage intermediary institutions to conduct audits, provide consulting services, or carry out verifications on specific matters of the Company;

(II) Propose to the Board the convening of an extraordinary general meeting;

(III) Propose to convene a board meeting of the Company;

(IV) Lawfully solicit shareholder rights from shareholders through public means;

(V) Issue independent opinions on matters that may harm the interests of the Company or its minority shareholders;

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

To exercise the powers set out in Items (I) through (III) of the preceding paragraph, the approval of a majority of all independent directors of the Company is required.

When independent directors exercise the powers listed in the first paragraph, the Company shall make timely disclosures. If these powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.

Article 17 Prior to the convening of a board meeting, independent directors of the Company may communicate with the secretary to the Board of the Company to inquire about the matters to be deliberated, request additional materials, and offer opinions or suggestions. The Board of the Company and relevant personnel shall carefully consider the questions, requests, and opinions raised by the independent directors and shall provide timely feedback regarding the implementation of revisions to the proposals and other related matters.

Article 18 Independent directors of the Company shall attend board meetings in person. If an independent director is unable to attend a meeting in person due to special circumstances, they shall review the meeting materials in advance, form a clear opinion, and issue a written proxy authorizing another independent director to attend the meeting on their behalf.

If an independent director fails to attend two consecutive board meetings in person and does not authorize another independent director to attend on their behalf, the Board shall propose to convene a shareholders' general meeting within thirty days from the date of such occurrence to remove the independent director from office.

Article 19 If an independent director casts a dissenting vote or abstains from voting on a board resolution, they shall explain the specific reasons and basis for their decision, the legality and compliance of the matters involved in the proposal, any potential risks, and the possible impact on the interests of the Company and its minority shareholders. When the Company discloses the board resolution, it shall simultaneously disclose the dissenting opinion of the independent director and record it in the board resolution and meeting minutes.

Article 20 Independent directors shall continuously monitor the implementation of board resolutions related to the matters specified in Articles 21, 24, 25, and 26 of this system. If they identify any circumstances that violate laws, administrative regulations, the provisions of the China Securities Regulatory Commission, the business rules of the Shenzhen Stock Exchange, the Articles of Association, or resolutions of the shareholders' meeting or the Board, they shall promptly report the issue to the Board and may request the Company to provide a written explanation. If the matter involves information disclosure, the Company shall disclose it in a timely manner.

If the Company fails to provide an explanation or make timely disclosure in accordance with the preceding paragraph, the independent director may report the matter to the China Securities Regulatory Commission and the Shenzhen Stock Exchange.

Article 21 The following matters shall be submitted to the Board for deliberation only after being approved by a majority of all independent directors of the Company:

(I) Related-party transactions that are subject to disclosure;

(II) Proposals concerning changes to or waivers of commitments made by the Company or relevant parties;

(III) Decisions and measures taken by the Board of a listed company being acquired in response to the acquisition;

(IV) Other matters as stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association.

Article 22 The Company shall convene meetings attended solely by all independent directors (hereinafter referred to as "special meetings of independent directors") on a regular or ad hoc basis. Matters listed in Items (I) to (III) of the first paragraph of Article 16 and Article 21 of this system shall be reviewed at such special meetings of independent directors.

Special meetings of independent directors may also be held to study and discuss other matters of the Company as needed.

A convener and chairperson for the special meeting of independent directors shall be jointly elected by a majority of the independent directors. If the convener fails or is unable to perform their duties, two or more independent directors may convene the meeting themselves and elect one representative to preside over it.

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

Article 23 Independent directors shall perform their duties on the special committees of the Board of the Company in accordance with laws, administrative regulations, the provisions of the China Securities Regulatory Commission, the business rules of the Shenzhen Stock Exchange, and the Articles of Association. Independent directors shall attend special committee meetings in person. If an independent director is unable to attend due to special circumstances, they shall review the meeting materials in advance, form a clear opinion, and provide written authorization to another independent director to attend the meeting on their behalf. If, in the course of performing their duties, independent directors identify any material matters within the scope of responsibility of a special committee, they may propose that such matters be discussed and reviewed by the relevant committee in a timely manner in accordance with the prescribed procedures.

Article 24 The Audit Committee of the Board of the Company is responsible for reviewing the Company's financial information and its disclosure, as well as supervising and evaluating internal and external audits and internal controls. The following matters shall be submitted to the Board of the Company for deliberation only after being approved by a majority of all members of the Audit Committee:

(I) Disclosure of financial accounting reports and financial information contained in periodic reports, and internal control evaluation reports;

(II) Appointment or dismissal of the accounting firm engaged to audit the Company;

(III) Appointment or dismissal of the Chief Financial Officer of the Company;

(IV) Changes in accounting policies or accounting estimates, or corrections of material accounting errors, for reasons other than changes in accounting standards;

(V) Other matters as stipulated by laws, administrative regulations, the provisions of the China Securities Regulatory Commission, and the Articles of Association of the Company.

The Audit Committee shall perform the duties of the Supervisory Committee as stipulated in the Company Law.

The Audit Committee shall convene at least one meeting per quarter. An ad hoc meeting may be convened upon the proposal of two or more members or when deemed necessary by the convener. Meetings of the Audit Committee shall only be held with the attendance of at least two-thirds of its members.

Article 25 The Nomination Committee of the Board of the Company is responsible for formulating the selection criteria and procedures for directors and senior management members of the Company, selecting and reviewing candidates for directors and senior management members and their qualifications, and making recommendations to the Board of the Company on the following matters:

(I) Nomination or removal of directors;

(II) Appointment or dismissal of senior management members;

(III) Other matters as stipulated by laws, administrative regulations, the provisions of the China Securities Regulatory Commission, and the Articles of Association of the Company.

If the Board of the Company does not adopt or fully adopt the recommendations of the Nomination Committee, it shall state the opinions of the Nomination Committee and the specific reasons for not adopting such recommendations in the Board resolution, and make such information publicly available.

Article 26 The Remuneration and Appraisal Committee of the Board of the Company is responsible for formulating performance evaluation criteria for directors and senior management members of the Company and conducting evaluations accordingly. It also formulates and reviews remuneration policies and plans for directors and senior management members, and makes recommendations to the Board of the Company on the following matters:

(I) Remuneration of directors and senior management members;

(II) Formulation or amendment of equity incentive plans, employee shareholding plans, and the granting and vesting of rights to incentive recipients;

(III) Shareholding arrangements for directors and senior management members in subsidiaries proposed to be spun off;

(IV) Other matters as stipulated by laws, administrative regulations, the provisions of the China Securities Regulatory Commission, and the Articles of Association of the Company.

If the Board of the Company does not adopt or fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall record the committee's opinions and the specific reasons for not adopting them in the Board resolution and disclose such information accordingly.

Article 27 Independent directors shall spend no less than fifteen days per year working on site at the Company. In addition to attending shareholders' general meetings, board meetings of the Company and its special committees, and special meetings of independent directors as required, independent directors may also fulfill their duties through various means such as: regularly obtaining information on the Company's operations, listening to reports from management, communicating with the heads of internal audit departments and intermediary agencies such as accounting firms engaged in the Company's audits, conducting on-site inspections, and engaging with minority shareholders.

Article 28 The Board of the Company, its special committees, and special meetings of independent directors shall prepare meeting minutes in accordance with regulations, and the opinions of independent directors shall be clearly recorded therein. Independent directors shall sign the meeting minutes to confirm their accuracy.

Independent directors of the Company shall prepare work records that detail the performance of their duties. Materials obtained during the performance of their duties, relevant meeting minutes, and communications with personnel from the Company and intermediary institutions shall form part of the work records. For important content within the work records, independent directors may request the board secretary or other relevant personnel to sign for confirmation, and the Company and related personnel shall cooperate accordingly.

The work records of independent directors, as well as materials provided by the Company to the independent directors, shall be retained for no less than ten years.

Article 29 The Company shall establish and improve a communication mechanism between independent directors and minority shareholders. Independent directors may promptly verify matters with the Company in response to inquiries raised by investors.

Article 30 Independent directors shall submit an annual work report to the annual shareholders' general meeting of the Company, explaining the performance of their duties. The annual work report shall include the following content:

(I) Number of board meetings attended, manner of attendance, voting record, and number of shareholder meetings attended;

(II) Participation in the work of special committees of the Board of the Company and in special meetings of independent directors;

(III) Review of matters listed in Articles 21, 24, 25, and 26 of this system and exercise of the special powers of independent directors as specified in the first paragraph of Article 16.

(IV) Significant matters, methods, and outcomes of communications with the internal audit department and the accounting firm responsible for auditing the Company regarding the Company's financial and operational status;

(V) Communication and interaction with minority shareholders;

(VI) Time spent and activities undertaken during on-site work at the Company;

(VII) Other relevant matters concerning the performance of their duties.

The annual work report of independent directors shall be disclosed no later than the time the Company issues the notice of its annual shareholders' general meeting.

Article 31 Independent directors shall continuously strengthen their study of securities laws, regulations, and rules, and continue to improve their ability to perform their duties.

Chapter 4 Safeguards for the Performance of Duties

Article 32 The Company shall provide independent directors with the necessary working conditions and personnel support to enable them to perform their duties. The Company shall designate specific departments and personnel, such as the Securities Affairs Department and the board secretary, to assist independent directors in fulfilling their responsibilities.

The board secretary shall ensure smooth communication between independent directors and other directors, senior management members, and relevant personnel, and shall ensure that independent directors have access to sufficient resources and necessary professional advice in the performance of their duties.

Article 33 The Company shall ensure that independent directors enjoy the same right to information as other directors. To enable independent directors to effectively exercise their powers, the Company shall regularly brief them on the Company's operations, provide relevant materials, and organize or cooperate with them in conducting on-site inspections and related activities.

Prior to the Board deliberating on major or complex matters, the Company may organize independent directors to participate in research and assessment processes to fully solicit their opinions, and shall promptly provide feedback on how their suggestions have been adopted.

Article 34 The Company shall promptly issue board meeting notices to independent directors and provide relevant meeting materials no later than the time limits stipulated by laws, administrative regulations, the provisions of the China Securities Regulatory Commission, or the Articles of Association. The Company shall also ensure that independent directors have effective channels of communication. In principle, if a special committee of the Board is to convene a meeting, the Company shall provide relevant information and materials no later than three days before the meeting. All such meeting materials shall be retained by the Company for no less than ten years.

If two or more independent directors believe that the meeting materials are incomplete, the assessment is insufficient, or the materials are not provided in a timely manner, they may submit a written proposal to the Board requesting a postponement of the meeting or a deferral of the deliberation on the relevant matter. The Board of the Company shall accept such a proposal.

In principle, board meetings of the Company and its special committees shall be held in person. Where full communication and expression of opinions by all attending directors can be ensured, the meetings may, when necessary and in accordance with prescribed procedures, be conducted via video, telephone, or other means.

Article 35 When independent directors exercise their powers, the directors, senior management members, and other relevant personnel of the Company shall cooperate and shall not refuse, obstruct, or conceal relevant information, nor interfere with the independent exercise of such powers.

If independent directors encounter obstruction in the lawful exercise of their powers, they may report the situation to the Board, request cooperation from directors, senior management members, and other relevant personnel, and record the specific circumstances and resolution process in their work records. If the obstruction cannot be eliminated, they may report the matter to the China Securities Regulatory Commission and the Shenzhen Stock Exchange.

Where the performance of independent directors' duties involves information that is subject to disclosure, the Company shall promptly handle the disclosure matters. If the Company refuses to make such disclosures, the independent directors may apply for disclosure directly or report the matter to the China Securities Regulatory Commission and the Shenzhen Stock Exchange.

Article 36 The Company shall bear the expenses incurred by independent directors in engaging professional institutions or in exercising other powers.

Article 37 The Company shall provide independent directors with an allowance commensurate with their responsibilities. The allowance standard shall be formulated by the Board of the Company, approved by the shareholders' general meeting, and disclosed in the Company's annual report.

Apart from the aforementioned allowance, independent directors shall not receive any other benefits from the Company, its major shareholders, actual controllers, or any interested entities or individuals.

Chapter 5 Supplementary Provisions

Article 38 In the event of any inconsistency between this system and applicable laws, regulations, regulatory documents, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, the latter shall prevail.

Article 39 Matters not covered in this system shall be governed by the relevant national laws, regulations, regulatory documents, and the Articles of Association.

Article 40 The interpretation of this system shall be the responsibility of the Board of the Company.

Article 41 This system shall take effect ~~from the date on which~~^{upon} it is considered and approved ~~by~~^{at} the shareholders' general meeting ~~and shall become effective from the date on which~~
~~the Company's H shares are listed on The Stock Exchange of Hong Kong Limited.~~

Xiamen Jihong Co., Ltd

June~~January~~ 2025~~4~~

NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING



XIAMEN JIHONG CO., LTD 廈門吉宏科技股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2603)

NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2025 first extraordinary general meeting (the “**2025 First EGM**”) of Xiamen Jihong Co., Ltd (廈門吉宏科技股份有限公司) (the “**Company**”) will be held at 38th Floor, Yuzhou Plaza, No. 55, Hubin South Road, Siming District, Xiamen, the PRC at 2:30 p.m. on Monday, July 7, 2025 to consider and, if thought fit, approve the following resolutions.

Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated June 21, 2025 (the “**Circular**”).

SPECIAL RESOLUTIONS

1. To consider and approve the repurchase and cancellation of certain restricted A Shares under the 2023 Restricted Share Incentive Plan; and
2. To consider and approve the proposed amendments to the Articles of Association and the Rules of Procedures and the abolishment of the establishment of the Supervisory Board of the Company (the details of which are set out in the Circular).

ORDINARY RESOLUTIONS

3. To consider and approve the proposed amendments to the System for the Administration on External Investments (對外投資管理制度);
4. To consider and approve the proposed amendments to the System for the Administration on Related Transactions (關聯交易管理制度);
5. To consider and approve the proposed amendments to the Administrative Measures for External Guarantees (對外擔保管理辦法);
6. To consider and approve the proposed amendments to the System for the Administration of Proceeds from Capital Raising Activities (募集資金管理制度); and

NOTICE OF 2025 FIRST EXTRAORDINARY GENERAL MEETING

7. To consider and approve the proposed amendments to the Working System for Independent Non-Executive Directors (獨立非執行董事工作制度).

For and on behalf of the Board
Xiamen Jihong Co., Ltd
ZHUANG Hao
Executive Director and General Manager

Hong Kong, June 21, 2025

Notes:

1. Details of Special Resolution No. 1 are set out in the circular of the Company dated June 21, 2025.
2. Pursuant to Rule 13.39(4) of the Listing Rules, votes of the shareholders at the 2025 First EGM shall be taken by poll except where the chairman of the 2025 First EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands.
3. Any shareholder entitled to attend and vote at the 2025 First EGM is entitled to appoint one or more than one proxy to attend and vote on his/her behalf. A proxy needs not be a member of the Company.
4. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such authority, must be deposited at the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time for holding of the meeting or any adjournment thereof.
5. Shareholders or their proxies shall present proofs of identities when attending the 2025 First EGM.
6. The holders of A Shares and H Shares will vote as one class of Shareholders. The register of holders for H Shares will be closed on Monday, July 7, 2025, during which no transfer of Shares will be effected. The holders of H Shares whose names appear on the register of members of the Company on Monday, July 7, 2025 will be entitled to attend and vote at the 2025 First EGM. In order to attend and vote at the 2025 First EGM, all transfers accompanied by relevant share certificates must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on July 4, 2025.
7. Shareholders or their proxies attending the 2025 First EGM are responsible for their own transportation and accommodation expenses.

As at the date hereof, the Board of Directors comprises of Mr. WANG Yapeng as the chairman of the Board of Directors and executive Director; Ms. ZHUANG Hao, Mr. ZHANG Heping, Mr. ZHUANG Shu and Mr. LU Tashan as executive Directors; Mr. LIAO Shengxing as a non-executive Director; and Dr. ZHANG Guoqing, Dr. YANG Chenhui, Mr. HAN Jianshu, Professor Alfred SIT Wing Hang and Ms. NG Weng Sin as independent non-executive Directors.