

Huaqin Co., Ltd.

Articles of Association

(Applicable upon the offering and listing of H shares)

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CHAPTER I GENERAL PROVISIONS

Article 1 For the purposes of safeguarding the legitimate rights and interests of Huaqin Co., Ltd. (the “Company”), its shareholders, employees and creditors, and regulating the organization and activities of the Company, the articles of association (the “Articles of Association”) are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant provisions.

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

The Company is a joint stock company with limited liability through overall conversion of Huaqin Co., Ltd. (華勤技術有限公司), and it was established by means of promotion. The Company was registered with the Shanghai Municipal Administration for Market Regulation (上海市市場監督管理局) and obtained its business license, and the unified social credit code is 91310115779776581R.

Article 3 As registered with the China Securities Regulatory Commission (the “CSRC”) on June 20, 2023, the Company made initial offering of 72,425,241 RMB-denominated ordinary shares (A shares) to the public, which are domestic shares subscribed by RMB and issued by the Company to domestic investors and were listed on the Shanghai Stock Exchange (the “SSE”) on August 8, 2023.

As filed with the CSRC on January 22, 2026, and approved by The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) on [•], the Company made initial public offering of [•] overseas listed foreign shares (the “H Shares”) in Hong Kong, China before full exercise of over-allotment option, and the H Shares were listed on the Main Board of the Hong Kong Stock Exchange on [•].

Article 4 The registered company name:

Company (in Chinese): 華勤技術股份有限公司

Company (in English): Huaqin Co., Ltd.

Article 5 Domicile of the Company: Building 1, No. 399, Keyuan Road, China (Shanghai) Pilot Free Trade Zone, PRC.

Article 6 The registered capital of the Company is RMB[•].

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

Article 8 The chairman of the board of directors (the “Board”) who represents the Company in executing its affairs is the legal representative of the Company.

If the chairman serving as the legal representative resigns, it shall be deemed that the legal representative has simultaneously resigned. If the legal representative resigns, the Company shall appoint a new legal representative within 30 days from the date of resignation of the legal representative. The method for the appointment and change of the legal representative shall be the same as the method for the appointment and removal of the chairman of the Board of the Company.

The legal consequences of civil activities performed by a legal representative in the name of the Company shall be borne by the Company. No restrictions on the authority of the legal representative set forth in the Articles of Association or by the shareholders’ general meeting may be asserted against a bona fide counterparty. Where the legal representative causes damage to any other person in the performance of his/her duties, the Company shall assume civil liability for such damage. The Company may, after assuming such civil liability, claim reimbursement from the legal representative at fault in accordance with the law or the Articles of Association.

Article 9 The shareholders are liable for the Company to the extent of the shares subscribed by them, while the Company is liable for its debts to the extent of its entire assets.

Article 10 The Articles of Association shall, with effect from the effective date, constitute a legally binding document for governing the constitution and activities of the Company, and the rights and obligations between the Company and its shareholders, and among shareholders, and is a legally binding document with respect to the Company, its shareholders, directors and other senior management personnel. Pursuant to the Articles of Association, shareholders may institute legal proceedings against the shareholders, shareholders may institute legal proceedings against directors and senior management personnel of the Company, shareholders may institute legal proceedings against the Company, and the Company may institute legal proceedings against shareholders, directors and senior management personnel.

Article 11 The senior management personnel stated in the Articles of Association refers to the general manager, the deputy general manager, the person in charge of financial affairs, and the secretary to the Board of the Company.

Article 12 The Company shall establish the organization of the Communist Party and carry out Party activities in accordance with the relevant regulations of the Constitution of the Communist Party of China. The Company shall provide necessary conditions for the activities of the Party organization.

CHAPTER II PURPOSE AND SCOPE OF BUSINESS

Article 13 Purpose of business: improve people's communication and lives.

Article 14 Upon registration in accordance with the law, the Company's scope of business includes: technology development, technology transfer, technology consulting and technology services in the field of computer software; design and sales of communication products and related software and hardware; import and export of goods; import and export of technology. (Except for items that require approval according to law, independently carry out business activities with the business license in accordance with the law).

CHAPTER III SHARES

Section 1 Issuance of Shares

Article 15 The shares of the Company take the form of registered shares.

Where the share capital of the Company includes shares which do not carry voting rights, the words "non-voting" must appear in the designation of such shares. Where the share capital includes shares which carry different voting rights, the words "restricted voting" or "limited voting" must appear in the designation of each class of shares, except for shares which carry the most favorable voting rights.

Article 16 Shares of the Company shall be issued in an open, equitable and fair principle. Shares of the same class shall rank *pari passu* with each other.

For the same class of shares under the same issuance, each share shall be issued under the same conditions and at the same price. For the shares subscribed by any subscriber, the price payable for each share shall be the same.

Article 17 The par value shares issued by the Company shall be denominated in Renminbi. The shares issued by the Company and listed on the SSE are hereinafter referred to as "A Shares", while the shares issued by the Company and listed on the Hong Kong Stock Exchange are hereinafter referred to as "H Shares".

Article 18 The shares issued by the Company are centrally deposited in Shanghai Branch of China Securities Depository and Clearing Co., Ltd. The H Shares issued by the Company may be mainly deposited with the entrusted escrow institution under Hong Kong Securities Clearing Company Limited in accordance with the laws of the place where they are listed and the practice of securities registration and depository, or may be held by shareholders in their own names.

Article 19 The total number of shares issued at the time of establishment of the Company was 644,742,091 shares. The par value of each share is RMB1. The names of the promoters, number of shares subscribed, percentage of subscription, method of capital contribution, and time of capital contribution are as follows:

No.	Name of promoters	Number of subscribed shares (0,000 shares)	Percentage of subscription (%)	Method of capital contribution	Time of capital contribution
1	Shanghai Aoqin Information Technology Co., Ltd. (上海奧勤信息科技有限公司)	22,950.0000	35.5956	Shares converted from net assets	2020.9.30
2	Shanghai Haixian Information Technology Co., Ltd. (上海海賢信息科技有限公司)	4,050.0000	6.2816		
3	Qiu Wensheng	3,463.8600	5.3725		
4	Cui Guopeng	1,620.0000	2.5126		
5	Wu Zhenhai	1,350.0000	2.0939		
6	Chen Xiaorong	1,080.0000	1.6751		
7	Shanghai Qinyuan Enterprise Management Partnership (Limited Partnership) (上海勤沅企業管理合夥企業(有限合夥))	4,202.3940	6.5179		
8	Shanghai Qinduo Enterprise Management Partnership (Limited Partnership) (上海勤鐸企業管理合夥企業(有限合夥))	3,643.4180	5.6510		
9	Shanghai Qinbei Enterprise Management Partnership (Limited Partnership) (上海勤貝企業管理合夥企業(有限合夥))	3,955.3620	6.1348		
10	Shanghai Qinxun Enterprise Management Partnership (Limited Partnership) (上海勤旬企業管理合夥企業(有限合夥))	3,914.6820	6.0717		

No.	Name of promoters	Number of subscribed shares (0,000 shares)	Percentage of subscription (%)	Method of capital contribution	Time of capital contribution
11	Shanghai Qingguang Enterprise Management Partnership (Limited Partnership) (上海勤廣企業管理合夥企業(有限合夥))	3,770.2840	5.8477		
12	Beijing Yitang Huachuang Equity Investment Centre (Limited Partnership) (北京屹唐華創股權投資中心(有限合夥))	242.5876	0.3763		
13	Ningbo Tsinghuhui Qing Zhide Equity Investment Centre (Limited Partnership) (寧波清控匯清智德股權投資中心(有限合夥))	485.1752	0.7525		
14	Shanghai Xuxinqiantai Enterprise Management Partnership (Limited Partnership) (上海旭芯仟泰企業管理合夥企業(有限合夥))	1,127.7628	1.7492		
15	Fujian Yuexiang Investment Partnership (Limited Partnership) (福建悅翔投資合夥企業(有限合夥))	982.2102	1.5234		
16	Hefei Huaxin Jingyuan Investment Centre Partnership (Limited Partnership) (合肥華芯晶原投資中心合夥企業(有限合夥))	485.1752	0.7525		
17	Zhilu (Gui'an New Area) Strategic Emerging Industries Investment Centre (Limited Partnership) (智路(貴安新區)戰略新興產業投資中心(有限合夥))	485.1752	0.7525		

No.	Name of promoters	Number of subscribed shares (0,000 shares)	Percentage of subscription (%)	Method of capital contribution	Time of capital contribution
18	Chongqing Jichuang Yuyuan Equity Investment Fund Partnership (Limited Partnership) (重慶極創渝源股權投資基金合夥企業(有限合夥))	242.5876	0.3763		
19	Intel Products (Chengdu) Co., Ltd. (英特爾產品(成都)有限公司)	1,370.3504	2.1254		
20	Chengdu Jingwei Investment Partnership (Limited Partnership) (成都景煒投資合夥企業(有限合夥))	200.0000	0.3102		
21	Qualcomm Wireless Communications Technologies (China) Limited (高通無線通信技術(中國)有限公司)	800.0000	1.2408		
22	Shanghai Zhangjiang Haocheng Venture Capital Co., Ltd. (上海張江浩成創業投資有限公司)	600.0000	0.9306		
23	Qingdao Haisi Minhe Semiconductor Investment Centre (Limited Partnership) (青島海絲民合半導體投資中心(有限合夥))	600.0000	0.9306		
24	Chengdu Hi-Tech Jian Guang Guangqin Investment Partnership (Limited Partnership) (成都高新建廣廣琴投資合夥企業(有限合夥))	200.0000	0.3102		
25	China Merchants Securities Investment Co., Ltd. (招商證券投資有限公司)	200.0000	0.3102		

No.	Name of promoters	Number of subscribed shares (0,000 shares)	Percentage of subscription (%)	Method of capital contribution	Time of capital contribution
26	Nanjing CMB Modern Industry No. 3 Equity Investment Fund (Limited Partnership) (南京招銀現代產業叁號股權投資基金(有限合夥))	400.0000	0.6204		
27	Nantong Jinxinyuanhai Investment Centre (Limited Partnership) (南通金信沅海投資中心(有限合夥))	200.0000	0.3102		
28	SME Development Fund (Jiangsu Nantong Limited Partnership) (中小企業發展基金(江蘇南通有限合夥))	200.0000	0.3102		
29	China Mobile Equity Fund (Hebei Xiong'an) Partnership (Limited Partnership) (中移股權基金(河北雄安)合夥企業(有限合夥))	944.6771	1.4652		
30	China Mobile Investment Holding Co., Ltd. (中移投資控股有限責任公司)	472.3385	0.7326		
31	CICC Pucheng Investment Co., Ltd. (中金浦成投資有限公司)	236.1693	0.3663		
Total		64,474.2091	100.0000	-	-

Article 20 After the completion of the initial public offering of H shares (assuming over-allotment option is not exercised), the total number of the shares of the Company shall be [•], all of which are ordinary shares, including [•] ordinary A Shares, representing [•]% of the total share capital of the Company, and [•] ordinary H Shares, representing [•]% of the total share capital of the Company.

Article 21 The Company or its subsidiaries (including the Company's affiliated enterprises) shall not provide financial assistance to others in acquiring shares of the Company or its parent company in the form of gifts, advances, guarantees, borrowings, etc., unless the Company implements an employee stock ownership plan.

For the interests of the Company, upon a resolution of the shareholders' general meeting, or a resolution of the Board in accordance with the Articles of Association or the authorization of the shareholders' general meeting, the Company may provide financial assistance to other persons for the acquisition of shares in the Company or its parent company, provided that the cumulative total amount of the financial assistance shall not exceed 10% of the total issued share capital. Resolutions made by the Board shall be approved by more than two-thirds of all directors.

Section 2 Increase, Reduction and Repurchase of Shares

Article 22 Based on its operating and development needs, the Company may, pursuant to the laws and regulations and upon the adoption of resolutions by the shareholders' general meeting, increase its capital in the following ways:

- (i) issuing shares to non-specific investors;
- (ii) offering of shares to specific investors;
- (iii) distribution of bonus shares to existing shareholders;
- (iv) conversion of capital reserve to share capital;
- (v) other methods prescribed by laws, administrative regulations and the CSRC.

Article 23 The Company shall reduce its registered capital in accordance with the Company Law and other relevant provisions, and the procedures stipulated in the Articles of Association.

Article 24 The Company may not acquire its own shares other than for the following purposes:

- (i) to reduce the registered capital of the Company;
- (ii) to merge with other companies which hold the shares of the Company;
- (iii) to carry out an employee stock ownership plan or equity incentive plan;
- (iv) to acquire its shares at the request of its shareholders who vote in a shareholders' general meeting against a resolution regarding a merger and division;
- (v) to utilize the shares for the conversion of corporate bonds issued by listed companies which are convertible into shares;
- (vi) where it is necessary to safeguard the value of the Company and the interests of its shareholders.

Article 25 The Company may acquire its own shares by centralized bidding transactions or other means approved by laws, regulations, the CSRC and the Hong Kong Stock Exchange, provided that it complies with the applicable securities regulatory rules of the place where the Company's shares are listed.

Where the Company acquires its own shares under the circumstances prescribed in items (iii), (v) and (vi) under the first paragraph of Article 24, such acquisition shall be conducted through public centralized transactions.

Article 26 Where the Company acquires its own shares under the circumstances prescribed in items (i) and (ii) under the first paragraph of Article 24, it shall be resolved at the shareholders' general meeting. Where the Company acquires its shares under the circumstances prescribed in items (iii), (v) and (vi) under the first paragraph of Article 24, it shall be resolved at a Board meeting attended by more than two-thirds of the directors, subject to the securities regulatory rules of the place where the Company's shares are listed.

Following the acquisition by the Company of its own shares in accordance with the requirements of the first paragraph of Article 24, such shares shall be canceled within 10 days from the date of the acquisition under the circumstance in item (i); such shares shall be transferred or canceled within six months under the circumstances in item (ii) or (iv); the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company and such shares shall be transferred or canceled within three years under the circumstances in item (iii), (v) or (vi).

Notwithstanding the foregoing provisions, if there are provisions in applicable laws and regulations, other requirements of the Articles of Association, and the laws or the securities regulatory authorities of the place where the Company's shares are listed, which require otherwise in respect of matters related to the aforementioned repurchase of the Company's shares, such provisions shall prevail. The repurchase of the Company's H Shares shall comply with the Hong Kong Listing Rules and other relevant laws, regulations and regulatory requirements of the places where the Company's H Shares are listed.

The repurchase of the Company's shares shall fulfill information disclosure obligations in accordance with the Securities Law, the Hong Kong Listing Rules and other relevant laws, regulations, and regulatory requirements of the place where the Company's shares are listed.

Section 3 Transfer of Shares

Article 27 The Company's shares shall be transferred in accordance with the law. All transfers of H shares shall be made by a written instrument of transfer in the usual or common form or any other form acceptable to the Board (including the standard transfer form or transfer form prescribed by the Hong Kong Stock Exchange from time to time); and such instrument of transfer may only be executed by handwriting or affixed with the valid seal of the Company (if the transferor or transferee is a company). If the transferor or transferee is a recognized clearing house as defined by relevant ordinances effective from time to time under the laws of Hong Kong (hereinafter referred to as "Recognized Clearing House") or its agent, transfer documents may be signed by manual or machine printing. All transfer documents shall be kept at the Company's legal address or the address designated by the Board from time to time.

Article 28 The Company does not accept the Company's shares as the subject of a pledge right.

Article 29 Shares issued by the Company prior to its public offering of A Shares shall not be transferred within one year from the date of listing and trading of the Company's shares on the SSE.

Directors and senior management of the Company shall declare to the Company the number of shares held by them in the Company and changes therein, and shall not transfer more than 25% of the total number of the Company's shares of the same class held by them in each year of their term of office as determined at the time of their assumption of office; the shares of the Company held by them shall not be transferred within one year from the listing and trading date of the shares of the Company; and the aforesaid persons are not allowed to transfer their shares in the Company within six months after their departure. Where laws, administrative regulations, or the listing rules of the place where the Company's shares are listed provide otherwise for the transfer of the Company's shares, such provisions shall prevail.

Article 30 If directors, senior management personnel, shareholders of the Company who hold more than 5% of the shares sell their own shares or other securities of equity nature of the Company within six months of purchase, or repurchase them within six months of sale, the proceeds thus obtained shall belong to the Company, and the Board of the Company shall recover the proceeds. However, the above does not apply to securities companies holding over five percent of shares due to purchasing unsold stocks from underwriting, and other situations as specified by CSRC.

Shares or other securities of equity nature held by directors, senior management personnel, natural person shareholders referred to in the preceding paragraph include the shares or other securities of equity nature held by their spouse, parents, children in their own name and under others' account.

If the Board of the Company does not comply with the provision in the first paragraph of this Article, the shareholders are entitled to request enforcement by the Board within 30 days. If the Board of the Company does not enforce such right within such period, the shareholders are entitled to initiate litigations with the people's court in their own names for the interests of the Company.

Where the Board of the Company fails to implement the provisions of the first paragraph of this Article, the responsible directors shall be held jointly and severally liable in accordance with the law.

CHAPTER IV SHAREHOLDERS AND SHAREHOLDERS' GENERAL MEETINGS

Section 1 General Provisions for Shareholders

Article 31 The Company shall make a register of members based on the certificates provided by the securities registration and settlement agency. The register of members of the Company shall be sufficient evidence proving the holding of the Company's shares by a shareholder. The original register of H shareholders shall be kept in Hong Kong, and the appointed overseas agent shall ensure that the original and duplicate copies of the overseas-listed share register remain consistent at all times. The Hong Kong branch register of members must be available for inspection by shareholders, but the Company may suspend the registration of shareholders in accordance with applicable laws and regulations and the securities regulatory rules of the place where the Company's shares are listed. Shareholders shall enjoy the rights and assume the 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.

If any shareholder registered in the share register, or any person who requests to have his/her/its name registered in the share register, loses his/her/its share certificate, he/she/it may apply to the Company for the issuance of a new share certificate for such shares. If a shareholder of the Company's A Shares loses his/her/its share certificate and applies for a replacement, the matter may be dealt with in accordance with the relevant provisions of the Company Law. If a shareholder of the Company's H Shares loses his/her/its share certificate and applies for a replacement, the matter may be handled in accordance with the laws of the place where the original H Share register is kept, the rules of the stock exchange, or other relevant provisions.

Article 32 When the Company convenes the shareholders' general meeting, distributes dividends, conducts liquidation and engages in other acts requiring the identification of shareholders, the Board or the convener of the shareholders' general meeting should determine the record date. The shareholders whose names appear on the register of members after the trading hours on the record date shall be those entitled to the relevant rights and interests.

Article 33 Shareholders of the Company shall enjoy the following rights:

- (i) to receive dividends and other forms of distribution of interests in proportion to their shareholdings;
- (ii) to request to convene, hold, preside over, attend in person or appoint a proxy to attend the shareholders' general meeting and exercise their voting rights correspondingly in accordance with the laws;
- (iii) to supervise, and make recommendations or inquiries on the operation of the Company;
- (iv) to transfer, bestow or pledge the shares they hold in accordance with the laws, administrative regulations and the Articles of Association;
- (v) to inspect and copy the Articles of Association, register of members, minutes of shareholders' general meetings, resolutions of the Board meetings, and financial and accounting reports. Eligible shareholders may inspect the Company's accounting books and accounting documents;
- (vi) to participate in the distribution of the Company's remaining assets in proportion to their shareholdings upon termination or liquidation of the Company;
- (vii) the shareholders disagreeing with the merger or separation resolution made by the shareholders' general meeting are entitled to ask the Company to acquire their shares;
- (viii) other rights conferred by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association.

Article 34 Shareholders requesting to inspect or copy relevant materials of the Company shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations.

Article 35 If the content of the resolution of the Company's shareholders' general meeting or the Board meeting violates the laws or administrative regulations, the shareholders have the right to request the people's court to clarify it invalid.

If the convening procedures or voting methods of the shareholders' general meeting or the Board meeting violate laws, administrative regulations or the Articles of Association, or the content of the resolution violates the Articles of Association, the shareholders have the right to request the people's court to revoke the resolution within 60 days from the date on which the resolution is made, unless there are only minor flaws in the convening procedures or voting methods of the shareholders' general meeting or the Board meeting resulting in no substantial impact on the resolution.

Where the Board, shareholders and other stakeholders dispute 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 makes a judgement or ruling such as a revocation of the resolution, the stakeholders shall execute the resolution of the shareholders' general meeting, and no any party may refuse to execute such resolutions on the grounds of their alleged invalidity. The Company, directors and senior management personnel shall perform their duties diligently to ensure the normal operation of the Company.

Where the people's court makes a judgement or ruling on a relevant matter, the Company shall fulfil its obligation to disclose the information in accordance with the laws, administrative regulations, and relevant requirements of the CSRC and the stock exchanges, fully explain the impact, and actively cooperate with the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they will be handled in a timely manner and the corresponding information disclosure obligations shall be fulfilled.

Article 36 Resolutions of the shareholders' general meeting or Board meeting of the Company shall not be valid under any of the following circumstances:

- (i) no shareholders' general meetings or Board meetings have been convened to pass a resolution;
- (ii) the resolution is not voted on at the shareholders' general meeting or Board meeting;
- (iii) the number of persons attending the meeting or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association;
- (iv) the number of persons agreeing to the resolution or the number of voting rights held does not reach the number of persons or the number of voting rights held as provided for in the Company Law or the Articles of Association.

Article 37 Where the Company incurs loss as a result of violation of the laws, administrative regulations or the Articles of Association by directors and senior management personnel (other than members of the audit and risk management committee) in the course of performing their duties, shareholders individually or jointly holding 1% or more of the shares of the Company for 180 consecutive days or more shall have the rights to request in writing the audit and risk management committee to initiate legal proceedings in the People's Court. Where the Company incurs loss as a result of violation of laws, administrative regulations or the Articles of Association by the audit and risk management committee in the course of performing its duties, the aforesaid shareholders shall have the rights to request in writing to the Board to initiate legal proceedings in the people's court.

If the audit and risk management committee or the Board refuses to initiate legal proceedings upon receipt of the written request of shareholders stated in the preceding paragraph, or fails to initiate such legal proceedings within 30 days from the date on which such request is received, or in case of emergency where failure to initiate such proceedings immediately will result in irreparable damage to the Company's interests, shareholders described in the preceding paragraph shall have the rights to initiate legal proceedings in the people's court directly in their own names in the interest of the Company.

If any person infringes the lawful rights and interests of the Company, thus causing any losses to the Company, the shareholders as mentioned in the first paragraph of this Article may initiate legal proceedings in the people's court in accordance with the provisions of the preceding two paragraphs.

Where the Company incurs loss as a result of violation of the laws, administrative regulations or the Articles of Association by directors, supervisors and senior management personnel of a wholly-owned subsidiary of the Company in the course of performing their duties, or if any other parties infringe upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and cause losses, shareholders individually or jointly holding 1% or more of the shares of the Company for 180 consecutive days or more shall have the rights to request in writing the supervisory committee or the board of directors of the wholly-owned subsidiary to initiate legal proceedings in the people's court or directly initiate legal proceedings in the people's court in its own name in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law.

Article 38 If any director or senior management personnel are in violation of laws, administrative regulations or the Articles of Association, thus causing any losses to the shareholders, the shareholders may initiate legal proceedings against such director or senior management personnel in the people's court.

Article 39 Shareholders of the Company shall have the following obligations:

- (i) to abide by laws, administrative regulations and the Articles of Association;
- (ii) to pay for the shares based on the shares subscribed and the method of subscription;
- (iii) not to withdraw its share capital unless required by laws and regulations;
- (iv) not to abuse their shareholders' rights to jeopardize the interests of the Company or other shareholders; and not to abuse the status of the Company as an independent legal person and the limited liability of shareholders to jeopardize the interests of any creditors of the Company.
- (v) other obligations imposed by laws, administrative regulations and the Articles of Association.

Where any shareholder of the Company abuses the shareholders' rights and incur losses to the Company or other shareholders, such shareholder shall be liable for the damages. Where shareholders of the Company abuse the Company's status as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly and severally liable for the debts owed by the Company;

Article 40 If any shareholder's shares representing 5% or more of the Company's shares are pledged, frozen, judicially marked, judicially auctioned, placed under custody, creation of a trust, restricted in voting rights, or otherwise at risk of being compulsorily transferred, such shareholder shall make a written report to the company on the very day when such fact occurs.

Section 2 Controlling Shareholder and De Facto Controller

Article 41 The controlling shareholders or de facto controllers of the Company shall exercise their rights and perform their obligations in accordance with the laws, administrative regulations, and the provisions of the CSRC and the securities regulatory rules in the place where the Company's shares are listed, and protect the interests of the listed company.

Article 42 The controlling shareholders and de facto controllers of the Company shall comply with the following provisions:

- (i) they shall exercise shareholders' rights in accordance with laws, and shall not abuse their control or use related relations to damage the legitimate rights and interests of the Company or other shareholders;
- (ii) they shall stringently fulfill their public declarations and undertakings and shall not alter or waive such declarations or undertakings unilaterally;
- (iii) they shall strictly perform the obligations of information disclosure in accordance with relevant provisions, actively cooperate with the Company to ensure proper information disclosure, and promptly notify the Company of significant events that have occurred or are likely to occur;
- (iv) they shall not appropriate the funds of the Company in any manner;
- (v) they shall not order by coercion, instruct or demand the Company and relevant personnel to provide a guarantee in violation of laws or regulations;
- (vi) they shall not make use of the Company's undisclosed material information to gain benefits, or divulge undisclosed material information relating to the Company in any manner, or engage in illegal or non-compliant acts such as inside dealing, short-term dealing or market manipulation;
- (vii) they shall not damage the legitimate rights and interests of the Company and other shareholders by any means, such as unfair related transactions, profit distribution, asset restructuring and external investment;
- (viii) they shall guarantee the integrity of the Company's assets and the Company's independence in terms of staffing, finance, organization and business, and shall not affect the independence of the Company in any manner;
- (ix) other provisions of laws, administrative regulations, the provisions of the CSRC, operational rules of the stock exchanges in the place where the Company's shares are listed and the Articles of Association.

Where a controlling shareholder or de facto controller of the Company does not act as a director of the Company but actually carries out the affairs of the Company, the provisions of the Articles of Association relating to the duties of loyalty and diligence of directors shall apply.

Where a controlling shareholder or de facto controller of the Company instructs a director or senior management personnel to engage in an act that is detrimental to the interests of the Company or the shareholders, he/she shall be jointly and severally liable with such director or senior management member.

Article 43 Where a controlling shareholder or de facto controller of the Company pledges the shares of the Company that he/she holds or effectively controls, he/she shall maintain the stability of the Company's control and that of its production and operation.

Article 44 Where the controlling shareholder or de facto controller transfers the shares of the Company held by him/her, he/she shall comply with the restrictive provisions on the transfer of shares set out in the laws, administrative regulations, the provisions of the CSRC and the stock exchanges, as well as his/her undertakings in respect of the restriction on the transfer of shares.

Section 3 General Rules of Shareholders' General Meeting

Article 45 The shareholders' general meeting of the Company comprises all shareholders. The shareholders' general meeting shall be the authoritative body of the Company and shall exercise the following functions and powers in accordance with the laws:

- (i) to elect and replace directors and to decide on the matters relating to the remuneration of directors;
- (ii) to consider and approve the reports of the Board;
- (iii) to consider and approve the Company's profit distribution plans and loss recovery plans;
- (iv) to resolve the increase or reduction of the registered capital of the Company;
- (v) to resolve the issuance of bonds of the Company;
- (vi) to resolve the merger, division, dissolution, liquidation or change of corporate form of the Company;

- (vii) to amend the Articles of Association;
- (viii) to resolve the appointment and dismissal of the accounting firm that undertakes the auditing activities of the Company;
- (ix) to consider and approve the guarantee matters stipulated in Article 46 of the Articles of Association;
- (x) to consider and approve the transactions in respect of the Company's purchase or sale of assets where the total asset value involved or transaction amount calculated on a cumulative basis for 12 consecutive months exceeds 30% of the Company's latest audited total assets, and the transactions stipulated under Article 47 of the Articles of Association;
- (xi) to consider and approve financial assistance matters as stipulated in Article 48 of the Articles of Association;
- (xii) to consider and approve matters relating to the changes in use of proceeds;
- (xiii) to consider equity incentives schemes and employee stock ownership plans;
- (xiv) to consider and approve related party transactions (excluding transactions in which the Company unilaterally obtains benefits and provision of guarantee by the Company) between the Company and related parties, whose amount (including assumed liabilities and expenses) is more than RMB30 million and accounts for more than 5% of the absolute value of the latest audited net assets of the Company;
- (xv) to consider other matters required by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association to be decided by the shareholders' general meeting.

The shareholders' general meeting may authorize the Board to make a resolution on the issuance of bonds of the Company.

The shareholders' general meeting may authorize the Board to decide on the issuance of shares not more than 50% of the shares in issue within three years. However, if the capital contributions are to be made using non-monetary properties, they shall be subject to a resolution made by the shareholders' general meeting. Where the Board decides to issue shares pursuant to this paragraph, and thus results in a change in the registered capital or the number of issued shares of the Company, the voting at the shareholders' general meeting may not be needed to revise such item set forth in the Articles of Association. Where the shareholders' general meeting authorizes the Board to decide on issuing new shares, a resolution of the Board shall be adopted by more than two-thirds of all directors.

Unless otherwise stipulated by laws, administrative regulations, the provisions of the CSRC, and rules of the stock exchanges in the place where the Company's shares are listed, the aforesaid powers of the shareholders' general meeting shall not be delegated to the Board or other bodies or individuals through authorization.

Article 46 The following acts of the Company's external guarantees shall be considered and approved by the shareholders' general meeting:

- (i) any single guarantee with an amount exceeding 10% of the Company's latest audited net assets;
- (ii) any guarantee provided after the total amount of guarantee provided by the Company and its controlling subsidiary has exceeded 50% of the Company's latest audited net assets;
- (iii) any guarantee provided after the total amount of guarantee provided by the Company and its controlling subsidiary has exceeded 30% of the Company's latest audited total assets;
- (iv) guarantee where the amount of guarantee provided in 12 consecutive months exceeds 30% of the Company's latest audited total assets;
- (v) any guarantee to be provided to guarantee recipients whose asset-to-liability ratio is over 70%;
- (vi) any guarantee provided to shareholders, de facto controllers, and their related parties;
- (vii) other guarantees subject to consideration and approval by the shareholders' general meeting under the requirements of laws, regulations, rules, normative documents, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

When the shareholders' general meeting reviews the guarantee matters mentioned in item (iv) of the preceding paragraph, approval must be obtained from more than two-thirds of the voting rights held by the shareholders present at the meeting. When the shareholders' general meeting reviews the guarantee matters mentioned in item (vi), the shareholder in question or the shareholder under the control of the de facto controller shall not participate in the voting on such proposals. The voting on such proposals shall be passed by a majority of the voting rights held by other shareholders present at the shareholders' general meeting.

The "total amount of external guarantees provided by the Company and its controlling subsidiaries" referred to in items (ii) and (iii) of the first paragraph of this Article means the sum of the total amount of external guarantees of the Company, including the Company's guarantees to its controlling subsidiaries, and the total amount of external guarantees of the controlling subsidiaries.

Article 47 If a transaction entered into by the Company meets any of the following standards, it shall be considered and approved by the shareholders' general meeting.

- (i) the total value of assets involved in the transaction (book value or appraised value, whichever is higher) accounts for 50% or more of the latest audited total assets of the Company;
- (ii) the net assets (book value or appraised value, whichever is higher) involved in the subject of the transaction (such as equity interest) accounts for 50% the latest audited net assets of the Company, with the absolute amount being more than RMB50,000,000;
- (iii) the consideration of the transaction (including assumed liabilities and costs) accounts for 50% or more of the latest audited net assets of the Company, with the absolute amount being more than RMB50,000,000;
- (iv) the revenue derived from the subject matter of the transaction (such as equity interest) in the latest fiscal year accounts for 50% or more of the audited revenue of the Company in the latest fiscal year, with the absolute amount being more than RMB50,000,000;
- (v) the profit derived from the transaction accounts for 50% and more of the audited net profit of the latest fiscal year of the Company, with the absolute amount being more than RMB5,000,000;
- (vi) the net profit derived from the subject of the transaction (such as equity interest) in the latest fiscal year accounts for 50% or more of the audited net profit of the Company in the latest fiscal year, with the absolute amount being more than RMB5,000,000.

If a number involved in the above indicators is negative, its absolute value shall be taken for the purpose of calculation.

The "transactions" referred to above include the following types of matters that occur outside the Company's daily operating activities: purchase or sale of assets; external investments (including entrusted wealth management, investment in subsidiaries, etc.); rent or lease of assets; entrusted or entrusted management of assets and business; gift or donated assets; creditor's rights or debt restructuring; entering into license agreement; transfer or acceptance of research and development projects; waiver of rights (including waiver of preemptive rights, preemptive subscription rights, etc.); other transactions as recognized by the stock exchanges where the Company's shares are listed and as stipulated in these Articles of Association.

A transaction in which the Company unilaterally obtains benefits, including the receipt of donated cash assets, debt relief, or other transactions that do not involve in consideration payment or are not subject to any obligations, or a transaction entered into by the Company that only meets the standards set forth in items (v) and (vi) of the first paragraph of this Article and for which the absolute value of the Company's earnings per share in the latest fiscal year is lower than RMB0.05, may be exempted from review and approval procedures of the shareholders' general meeting as required in the first paragraph of this Article.

Article 48 The following financial assistance of the Company shall be considered and approved by the shareholders' general meeting:

- (i) provision of a single financial assistance the amount of which exceeds 10% of the Company's latest audited net assets;
- (ii) provision of financial assistance to anyone whose gearing ratio exceeds 70% according to its latest financial statements;
- (iii) provision of financial assistance the accumulative amount of which for the recent 12 months exceeds 10% of the Company's latest audited net assets;
- (iv) other circumstance as required by the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association.

Financial assistance matters other than those described above shall be considered and approved by the Board. When the Board considers a financial assistance matter, in addition to being approved by more than half of all directors, it shall also be considered and approved by more than two-thirds of the directors present at the Board meeting.

The financial assistance shall be exempted from the requirements in the preceding two paragraphs, provided that the object of the financial assistance is controlling subsidiary of the Company within the scope of the Company's consolidated financial statements and the other shareholders of that subsidiary do not include controlling shareholders, de facto controllers and their connected persons of the Company.

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

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

- (i) when the number of directors falls short of the statutory number specified in the Company Law or is less than two-thirds of the number specified in the Articles of Association;
- (ii) when the unrecovered losses of the Company amount to one-third of the total paid-in share capital;
- (iii) when shareholders individually or together holding 10% or more of the shares of the Company request to hold such a meeting;
- (iv) when the Board deems it necessary;
- (v) when the audit and risk management committee proposes to hold such a meeting;
- (vi) other circumstances as stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Article 51 The place where the shareholders' general meeting is held shall be either the Company's domicile or the place specified in the notice of the shareholders' general meeting.

The shareholders' general meeting shall have a venue and be convened in the form of an on-site meeting, and may simultaneously adopt telecommunication or other means permitted by laws, administrative regulations and securities regulatory authorities. The shareholders who attend the shareholders' general meeting in non-site form shall be entitled to speak and vote. The Company shall also provide internet voting or other voting methods to facilitate the shareholders.

Article 52 During the shareholders' general meeting, the Company will retain an attorney to issue legal opinions on the following matters and publish the same:

- (i) whether the procedures of convening and holding the meeting comply with the requirements of laws, administrative regulations and the Articles of Association;
- (ii) whether the qualifications of the attendees and the convener are lawful and valid;
- (iii) whether the voting procedure and results are lawful and valid;
- (iv) legal opinions issued on other relevant issues as required by the Company.

Section 4 Convening of Shareholders' General Meetings

Article 53 The Board shall convene shareholders' general meetings on schedule within the prescribed time limit.

Independent directors shall have the right to propose to the Board to convene an extraordinary general meeting with the approval of a majority of all independent directors. Regarding the proposal of the independent director to convene an extraordinary general meeting, the Board shall, according to laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within ten days after receipt of the proposal.

If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. If the Board does not agree to convene the extraordinary general meeting, it shall give the reasons and make an announcement in respect thereof.

Article 54 The audit and risk management committee's proposal to the Board to convene an extraordinary general meeting shall be made in writing. The Board shall, according to laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, give a written reply on whether or not to convene the extraordinary general meeting within ten days after receipt of the proposal.

If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. In the event of any change to the original proposal set forth in the notice, the consent of the audit and risk management committee is required.

If the Board does not agree to convene the extraordinary general meeting or fails to give a written reply within ten days after receipt of the proposal, it shall be deemed as unable to perform or failing to perform the duty of convening the extraordinary general meeting, and the audit and risk management committee may convene and preside over the meeting by itself.

Article 55 Shareholders who individually or jointly hold 10% or more of the shares of the Company may request the Board to convene an extraordinary general meeting, and such request shall be submitted 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 ten days after receiving the request.

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

Where the Board does not agree to convene an extraordinary general meeting, or fails to give feedback within ten days after receiving the request, shareholders individually or jointly holding 10% or more of the Company's shares shall have the right to propose to the audit and risk management committee to hold an extraordinary general meeting, and shall make a written request to the audit and risk management committee.

Where the audit and risk management committee agrees to convene an extraordinary general meeting, it shall issue a notice of convening the meeting within five days of receiving the request, and any changes to the original request in the notice shall be subject to the consent of relevant shareholders.

Where the audit and risk management committee fails to issue a notice of the meeting within the prescribed time limit, it shall be deemed that the audit and risk management committee has not convened and presided over the meeting, and shareholders individually or jointly holding 10% or more of the Company's shares for 90 days or more continuously may convene and preside over the meeting on their own initiatives.

Article 56 Where the audit and risk management committee or shareholders decides to convene a shareholders' general meeting by itself/themselves, it/they shall notify the Board in writing and file with the stock exchanges according to the securities regulatory rules of the place where the Company's shares are listed.

The audit and risk management committee or the convening shareholders shall, upon issuing a notice of the shareholders' general meeting and announcing the resolution thereof, submit the relevant documents to the stock exchanges according to the securities regulatory rules of the place where the Company's shares are listed.

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

Article 57 For a shareholders' general meeting convened by the audit and risk management committee or by shareholders themselves, the Board and the secretary to the Board shall cooperate. The Board shall provide the register of members as at the record date.

Article 58 When the audit and risk management committee itself or shareholders themselves convene a shareholders' general meeting, the necessary expenses for the meeting shall be borne by the Company.

Section 5 Proposals and Notices of Shareholders' General Meetings

Article 59 The content of a proposal shall fall within the terms of reference of the shareholders' general meeting, with clear subjects for discussion and specific issues for resolution and in compliance with the relevant provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 60 Whenever the Company convenes a shareholders' general meeting, the Board, the audit and risk management committee, and shareholder(s) individually or jointly holding 1% or more of the Company's shares shall have the right to submit proposals to the Company.

Shareholder(s) individually or jointly holding 1% or more of the Company's shares may submit written provisional proposals to the convener ten days before a shareholders' general meeting is convened. The convener shall serve a supplementary notice of the shareholders' general meeting within two days after receipt of the provisional proposals, announce the contents of the proposals and submit the proposals to the shareholders' general meeting for consideration. However, this does not apply if the provisional proposals are in violation of the provisions of laws, administrative regulations or the Articles of Association, or out of the terms of reference of the shareholders' general meeting.

Save as specified in the preceding paragraph, the convener shall not amend the proposals set out in the notice of the shareholders' general meeting or add any new proposal after the said notice is dispatched.

Proposals not set out in the notice of the shareholders' general meeting or not complying with the Articles of Association shall not be voted on or resolved at the shareholders' general meeting.

Article 61 The convener shall notify each shareholder in writing (including by way of announcement) 20 days prior to the convening of an annual general meeting, and each shareholder shall be notified in writing (including by way of announcement) 15 days prior to the convening of an extraordinary general meeting. In calculating the period of advance notice, the Company shall not include the day on which the meeting is convened but shall include the day on which the notice is disclosed. If the shareholders' general meeting needs to be postponed due to the issuance of a supplementary notice of the shareholders' general meeting according to the securities regulatory rules of the place where the Company's shares are listed, the convening of the shareholders' general meeting shall be postponed according to the securities regulatory rules of the place where the Company's shares are listed.

Article 62 The notice of a shareholders' general meeting shall contain:

- (i) the date, venue and duration of the meeting;
- (ii) matters and proposals submitted for consideration at the meeting;
- (iii) a clear statement that: each shareholder is entitled to attend the shareholders' general meeting in person, or appoint in writing one or more proxies who need not be shareholder(s) of the Company, to attend the meeting and vote on his/her behalf;
- (iv) the date of record for the determination of shareholders who are entitled to attend the shareholders' general meeting;

- (v) name and telephone number of the permanent contact person(s) for the meeting;
- (vi) time of and procedures for voting online or by other methods.

Details of all proposals shall be fully and completely disclosed in the notice of the shareholders' general meeting and its supplementary notice. Where a shareholders' general meeting adopts online or other means, the shareholders' general meeting shall not commence earlier than 3:00 p.m. on the day preceding the date of the on-site shareholders' general meeting, and no later than 9:30 a.m. on the date of the on-site shareholders' general meeting; and shall not end before 3:00 p.m. of the date of the on-site shareholders' general meeting.

The interval between the date of record and the date of the meeting shall be no more than 7 business days. Once the date of record is confirmed, it shall not be changed.

Article 63 If matters related to the election of directors are proposed to be discussed at a shareholders' general meeting, detailed information of the candidates for directors shall be fully disclosed in the notice of the shareholders' general meeting, including at least the following:

- (i) his/her personal particulars such as educational background, work experience and part-time employment;
- (ii) whether he/she has a related relationship with the Company or the controlling shareholder and de facto controller of the Company;
- (iii) the number of shares of the Company held by him/her;
- (iv) whether he/she has been penalized by the CSRC and other relevant authorities and disciplined by the stock exchanges in the place where the Company's shares are listed;
- (v) others as stipulated in the securities regulatory rules of the place where the Company's shares are listed.

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

Article 64 After the issuance of the notice of a shareholders' general meeting, such shareholders' general meeting shall not be postponed or cancelled without a proper reason, and the proposals set out in the notice of the shareholders' general meeting shall not be revoked. In the event of postponement or cancellation, the convener shall make an announcement stating the reasons at least 2 working days prior to the original date of the meeting. In respect of the procedures for postponing or cancelling a shareholders' general meeting, if the securities regulatory rules of the place where the Company's shares are listed specify otherwise, the provisions shall prevail provided that they do not violate the domestic regulatory requirements.

Section 6 Holding of Shareholders' General Meetings

Article 65 The Board and other conveners of the Company shall take all necessary measures to ensure the normal order of a shareholders' general meeting. Measures shall be taken to stop acts of interfering with shareholders' general meetings, picking quarrels and provoking trouble and infringing on the legitimate rights and interests of shareholders, which shall be promptly reported to relevant authorities for investigation and punishment.

Article 66 All shareholders whose names appear on the register of members on the record date or their proxies are entitled to attend the shareholders' general meeting and exercise their voting rights in accordance with the relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 67 Shareholders may attend a shareholders' general meeting in person, or may appoint a proxy or proxies to attend and vote on his/her behalf. An individual shareholder who attends the meeting in person shall produce his/her own identity card or other valid documents or proof evidencing his/her identity. If he/she appoints a proxy to attend the meeting on his/her behalf, the proxy shall produce his/her own valid proof of identity and the power of attorney issued by the shareholder. The proxy need not be a shareholder of the Company.

A shareholder that is a corporation shall attend at a meeting by its legal representative or a proxy appointed by the legal representative. If the legal representative attends the meeting, he/she shall produce his/her own identity card and a valid proof of his/her legal representative status. If a proxy has been appointed to attend the meeting, such proxy shall present his/her own identity card and the power of attorney issued by the legal representative of the shareholder as a corporation, except for the shareholder who is a recognized clearing house and its nominees as defined in the relevant laws and regulations in force from time to time under the laws of Hong Kong or the securities regulatory rules of the place where the Company's shares are listed.

Article 68 The proxy form provided by a shareholder to appoint another person to attend a shareholders' general meeting shall contain the following particulars:

- (i) the name of the appointer, and the class and number of shares of the Company held;
- (ii) the name of the proxy;
- (iii) the specific instruction from the shareholder, including the instruction on voting in favor of, against or abstention from voting in respect of each matter on the agenda of the shareholders' general meeting, and other instructions;
- (iv) the date of signing of the proxy form and the effective period for such appointment;
- (v) the signature (or seal) of the appointer. If the appointer is a shareholder who is a corporation, the proxy form shall be affixed with the seal of the legal entity or signed by a legally authorized person.

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 69 Where the voting proxy form is signed by a person authorized by the appointer, the power of attorney or other authorization instruments shall be notarized. The notarized power of attorney or other authorization instruments, as well as the voting proxy form, shall be lodged at least twenty-four hours prior to the commencement of the relevant meeting at which it authorizes voting, or at least twenty-four hours prior to the time appointed for voting, at the address of the Company or such other place as specified in the notice of the meeting.

Where the appointer is a legal person, its legal representative or the person authorized by its board of directors or other decision-making bodies by way of a resolution may attend the shareholders' general meeting of the Company as a representative of such appointer.

Where such shareholder is a recognized clearing house (or its nominee), it may authorize one or more persons as it deems fit to act as its representative(s) at any shareholders' general meeting or creditors' meeting, provided that, if more than one person is so authorized, the power of attorney shall specify the number and class of shares in respect to which person is so authorized and shall be signed by the authorized person appointed by the recognized clearing house. The person so authorized may exercise the rights (without being required to present a share certificate, notarized power of attorney and/or further evidence of due authorization) on behalf of the recognized clearing house (or its nominees), and shall enjoy the same legal rights as other shareholders, including the right to speak and vote, as if such person were an individual shareholder of the Company.

Article 70 The Company shall be responsible for preparing the register of meeting for recording attendance at the meeting. The register of meeting shall record, among other things, the name of the attending person (or entity), identity card number, the number of shares held with voting rights or representing voting rights, and the name of the appointer (or entity).

Article 71 The convener and the lawyers engaged by the Company shall verify the legality of shareholders' qualifications based on the register of members provided by the securities depository and clearing corporation, and register the names of the shareholders and the number of shares with voting rights held by them. The registration of the meeting shall be terminated prior to the announcement by the chairman of the meeting on the number of shareholders and proxies attending the meeting and the total number of shares with voting rights held by them.

Article 72 If the shareholders' general meeting requires directors and senior management personnel to attend the meeting, the directors and senior management personnel shall attend and answer inquiries from shareholders.

Article 73 The shareholders' general meeting convened by the Board shall be presided over by the chairman of the Board. If the chairman is unable or fails to perform his or her duties, the meeting shall be presided over by the vice chairman; if the vice chairman cannot or fails fulfill the duty thereof, more than half of the directors shall jointly elect a director to preside over the meeting.

A shareholders' general meeting convened by the audit and risk management committee on its own initiative shall be chaired by the convener of the audit and risk management committee. In the event that the convener of the audit and risk management committee is unable or fails to perform his/her duties, a member of the audit and risk management committee jointly elected by more than half of the members of the audit and risk management committee shall preside over the meeting. A shareholders' general meeting convened by shareholders on their own initiative shall be chaired by the convener or the representative nominated by the convener.

When convening a shareholders' general meeting, if the chairman of the meeting breaches the Articles of Association or the Rules of Procedure for the Shareholders' General Meeting cannot proceed, with the consent of more than half of the shareholders with voting rights attending the shareholders' general meeting, the shareholders' general meeting may nominate a person to act as the chairman of the meeting to continue convening such meeting.

Article 74 The Company shall formulate the Rules of Procedure for the Shareholders' General Meeting, which shall specify in details the holding, convening and voting procedures for the shareholders' general meeting, including notice, registration, consideration of the proposals, voting, vote counting, announcement of voting results, formation of meeting resolutions, minutes of meeting and signing, and the content of announcement, as well as the principles for authorization by the shareholders' general meeting to the Board, and the content of authorization shall be clear and specific.

Article 75 At the annual general meeting, the Board shall report their work in the previous year to the shareholders' general meeting. Each of the independent directors shall also make their personal work reports.

Article 76 Except for those related to the trade secrets of the Company, directors and senior management personnel shall provide explanations and clarifications on the queries and suggestions from shareholders at the shareholders' general meeting.

Article 77 The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting as well as the total number of shares with voting rights held by them, which shall be the number of shareholders and proxies attending the meeting and the total number of shares with voting rights held by them as indicated in the register of meeting.

Article 78 The shareholders' general meeting shall keep minutes of meeting, which shall be responsible by the secretary to the Board. The minutes of meeting shall contain the following content:

- (i) the time, venue and agenda of the meeting, and the name of the convener;
- (ii) the names of the chairman of the meeting and the directors and senior management personnel present at the meeting as non-voting attendees;
- (iii) the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and the proportion of these shares to the total number of shares of the Company;
- (iv) the deliberation process of each proposal, summaries of the speeches and the voting results;
- (v) the details of the queries, comments or recommendations of the shareholders, and the corresponding responses or explanations;
- (vi) the names of the lawyer, the counter and the scrutineer of votes;
- (vii) other contents that should be recorded in the minutes of meeting as provided in the Articles of Association.

Article 79 The convener shall ensure that the contents of the minutes of meeting are true, accurate and complete. The directors, the secretary to the Board, the convener or representative thereof, and the chairman of the meeting who have attended the meeting or are present as non-voting participants shall sign on the minutes of meeting. The minutes of meeting shall be kept for a term of at least 10 years together with the book of signatures of the shareholders attending the meeting, the forms of proxies of the attending proxies, and the valid information on voting through internet and other means.

Article 80 The convener shall ensure that the shareholders' general meeting is held continuously until final resolutions have been reached. In the event that the shareholders' general meeting is suspended or the shareholders fail to reach any resolution due to force majeure or for other special reasons, necessary measures shall be taken to resume convening the meeting as soon as possible or directly terminate the meeting and make an announcement in a timely manner. Meanwhile, the convener shall report to the local office of CSRC and the stock exchanges.

Section 7 Voting and Resolutions at Shareholders' General Meetings

Article 81 Resolutions of the shareholders' general meeting include 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 attending the shareholders' general meeting. A special resolution at a shareholders' general meeting shall be passed by two-thirds or above of the voting rights held by the shareholders attending the shareholders' general meeting.

Article 82 The following matters shall be resolved by way of an ordinary resolution at a shareholders' general meeting:

- (i) work reports of the Board;
- (ii) plans formulated by the Board for the distribution of profits and for making up losses;
- (iii) appointment and removal of the members of the Board, their remuneration and methods of payment;
- (iv) matters other than those required by the laws, administrative regulations and the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association to be adopted by way of a special resolution.

Article 83 The following matters shall be resolved by a special resolution at a shareholders' general meeting:

- (i) the increase or reduction of registered capital of the Company;
- (ii) the split, spin-off, merger, dissolution and liquidation of the Company;
- (iii) amendments to the Articles of Association;
- (iv) the Company's acquisition or disposal of major assets or provision of guarantees to others within one year, with an amount exceeding 30% of the Company's latest audited total assets;
- (v) equity incentive schemes;
- (vi) other matters as required by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, and those matters considered by the shareholders' general meeting, by way of an ordinary resolution, to be of a nature which may have a material impact on the Company and should be adopted by way of a special resolution.

Article 84 Shareholders shall exercise their voting rights by the number of shares with voting rights they represent, and each share shall have one vote. On a voting by ballot at a meeting, a shareholder (including his/her proxies) entitled to two or more votes does not need to cast all his/her votes for, against, or abstain.

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

Shares of the Company held by the Company do not have voting rights, and such shares are not counted in the total number of shares entitled to vote at the shareholders' general meeting.

Pursuant to the applicable laws and regulations and the Hong Kong Listing Rules, if any shareholder is required to abstain from voting on a resolution, or is restricted to voting only in favor of (or against) a resolution, the votes cast by such shareholder or his/her proxy in contravention of such requirement or restriction shall be disregarded.

Where a shareholder's purchase of the Company's voting shares violates the provisions of paragraphs 1 and 2 of Article 63 of the Securities Law, the voting rights of the shares exceeding the prescribed proportion shall not be exercised within 36 months after the purchase, and such shares shall not be included in the total number of voting shares of the shareholders attending the shareholders' general meeting.

The Board, independent directors, shareholders of the Company holding 1% or more of the voting shares or investor protection institutions established in accordance with laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed or the provisions of the CSRC, may publicly solicit voting rights from shareholders. When soliciting voting rights from shareholders, the specific voting intention and other information shall be fully disclosed to the solicitation targets. Solicitation of shareholders' voting rights in a paid or disguised paid way shall be prohibited. Except for statutory conditions, the Company shall not impose restrictions on the minimum shareholding proportion against the solicitation of shareholders' voting rights.

Article 85 When matters relating to related party transactions are considered at a shareholders' general meeting, the related shareholders may make appropriate statements regarding related party transactions and shall avoid voting, and the voting shares represented by such related shareholders shall not be counted into the total number of valid votes. Such related party transaction shall be approved by a poll of the non-related shareholders present at the meeting, with more than half of the valid votes cast in favor of such related party transaction; if such transaction falls within the scope of a special resolution, it shall be approved by more than two-thirds of the valid votes cast. The announcement of the resolution of the shareholders' general meeting shall fully disclose the votes of the non-related shareholders.

When the shareholders' general meeting considers related party transactions, the related shareholder shall actively state the situation to the shareholders' general meeting and explicitly indicate that he/she will not participate in the voting. In case such shareholder fails to state the connections and abstain from voting, other shareholders may request him/her to state the situation regarding the relationship and abstain from voting. If such shareholder insists to participate in the voting, all other shareholders attending the shareholders' general meeting at the venue can demand for a poll by adopting the procedures for voting special resolutions, and determine whether such transactions constitute related party transactions and whether or not such shareholder shall abstain from voting. Prior to voting, other shareholders are entitled to demand such shareholder to state the situation regarding the relationship.

After the end of the shareholders' general meeting, if any shareholder discovers that any related 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 86 Unless the Company is in a crisis or other special circumstances, the Company shall not enter into a contract with any person other than a director or senior management personnel to entrust the management of all or significant business of the Company to that person without the approval of a relevant special resolution at a shareholders' general meeting.

Article 87 The list of candidates for directors shall be put forward by way of a proposal for voting at a shareholders' general meeting. Methods and procedures of nominating directors:

- (i) a list of candidates for non-independent directors shall be proposed by the Board within the number of directors as set out in the Articles of Association and based on the number of candidates to be elected. The nomination committee shall review whether the director candidates meet the qualifications for the position and submit them to the Board for review. After being approved by the Board, the candidates shall be proposed to the shareholders' general meeting for election. The Board shall disclose to the shareholders' general meeting the resumes and basic information of the candidates.
- (ii) shareholders individually or jointly holding 3% or more of the total issued shares with voting right may propose candidates for non-independent directors to the Board. The nominator shall submit the brief information and background of the candidates for non-independent director nominated by them to the nomination committee of the Board. The nomination committee of the Board shall conduct a qualification review, and those who meet the qualifications for the position of director after review shall be submitted for election by the Board and the shareholders' general meeting;

- (iii) the Board and shareholders individually or jointly holding 1% or more of the shares of the Company with voting right may propose candidates for independent director. The nominator of independent directors shall obtain the consent of the nominee before the nomination. The nominator shall fully understand the occupation, education, professional title, detailed working experience and all part-time jobs of the nominee and shall express opinion on his/her qualifications of acting as an independent director and his/her independence. The nominee shall make a public statement that he or she has no relationship with the Company that may affect his or her independent objective judgment. Before convening the shareholders' general meeting for election of independent directors, the Board shall disclose the above in accordance with the relevant provisions;
- (iv) candidates for directors shall undertake in writing as required by the Company, including but not limited to: agreeing to accept the nomination, warranting that the information submitted about himself or herself is true and complete and undertaking to duly perform duties upon being elected.
- (v) employee directors shall be elected by employees of the Company at the employee representatives' meeting or the staff meeting or by other democratic means, and shall become a member of the Board directly.

The cumulative voting system shall be adopted to elect directors at the shareholders' general meeting in according with the provisions of the Articles of Association or the resolutions of the shareholders' general meeting. If the proportion of shares of the Company in which a single shareholder and persons acting in concert with him/her is interested is 30% or more and more than two directors shall be elected, or a shareholders' general meeting elects more than two independent directors, the cumulative voting system shall be adopted.

The cumulative voting system referred to in the preceding paragraph means that in the election of directors at a shareholders' general meeting, each share shall attach the same number of voting rights as the number of directors to be elected, and that the voting rights to which the shareholders are entitled may be centrally utilized.

Article 88 Except for the cumulative voting system, all proposals will be voted on individually at a shareholders' general meeting, and if there are different proposals on the same matter, the proposals will be voted on in the order in which they were submitted. No proposal shall be set aside or not be able to be voted on at a general meeting unless the meeting is suspended or no resolution can be made at the meeting due to special reasons such as force majeure.

Article 89 When a proposal is considered at a shareholders' general meeting, no amendment shall be made to the proposal, or the relevant change shall be deemed as a new proposal which may be voted on at the meeting.

Article 90 Each voting right shall only be exercised by attending meeting in person, through the internet or any one of the other voting methods. In the event of a repeat vote by the same voting right, the result of the first vote shall prevail.

Article 91 Voting at a shareholders' general meeting shall be conducted by a registered poll.

Article 92 The shareholders' general meeting shall, prior to the voting on proposals, elect two representatives from shareholders to take part in vote counting and polling scrutiny. In case any shareholder is connected to any matter to be considered, the shareholder and his/her proxy shall not take part in vote counting and polling scrutiny.

When the shareholders' general meeting votes on proposals, lawyers and representatives of shareholders shall be jointly responsible for vote counting and scrutinizing, and the poll results shall be announced on the spot and the poll results of the resolution shall be recorded in the minutes of the meeting.

Shareholders of the Company or their proxies who vote online or by any other means shall be entitled to check their voting results via the relevant voting system.

Article 93 The closing time of the on-site shareholders' general meeting shall not be earlier than online or other ways. The chairman of the meeting shall announce the voting and results of every resolution, and announce whether the resolutions have been passed based on the voting results.

Before the official announcement of poll results, the Company, vote counters, scrutinizers, shareholders, network service providers and other relevant parties involved in the on-site shareholders' general meeting, online and other ways of voting shall have an obligation to keep the voting situation confidential.

Article 94 Shareholders attending a general meeting shall express one of the following opinions on the proposals submitted for voting: for, against, or abstain. The declaration expressed by securities depository and clearing institution, as the nominal holder of interconnected mechanism for trading on Chinese mainland and Hong Kong stock markets or a recognized clearing house (or its nominee) according to the intention of actual holder shall be not included.

Votes that are unfilled, incorrectly filled, illegible, or uncast shall be deemed as the waiver of voting rights of the voter, and the voting results of the number of shares held by such voter shall be counted as "abstentions".

Article 95 If the chairman of the meeting has any doubts about the results of any resolutions submitted for voting, he/she may organize the counting of the votes cast; if the chairman of the meeting fails to count the votes, shareholders or their proxies attending the meeting shall have the right to request for the counting of votes immediately after the announcement of the poll results if they have any objections to the results announced by the chairman of the meeting, and the chairman of the meeting shall organize the counting of votes immediately.

Article 96 The resolutions of a shareholders' general meeting shall be announced in a timely manner, and the announcement shall clearly set out the number of shareholders and proxies attending the meeting, the total number of voting shares held and the proportion to the total number of voting shares of the Company, the voting method, the poll results of each proposal and the details of each of the resolutions passed.

Article 97 For any proposal that fails to be passed, or any amendment that has been made at the current shareholders' general meeting to any resolution passed at the previous shareholders' general meeting, a special reminder shall be given in the announcement of the resolutions of the shareholders' general meeting.

Article 98 When the shareholders' general meeting passes proposals related to the election of directors, the appointment date for the new directors shall be the time as specified in the resolution of the shareholders' general meeting; if no time is specified, the appointment date shall be the date when the resolution of the shareholders' general meeting is made.

Article 99 If a proposal for cash distributions, bonus issue or conversion of capital reserve into share capital is passed by the shareholders' general meeting or the Board sets up a specific plan based on the interim dividend conditions and caps of the following year approved by the annual general meeting, the Company shall implement the specific plan within 2 months of the conclusion of the shareholders' general meeting. If the specific plan cannot be implemented within 2 months in accordance with the provisions of 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 regulations and according to the actual situation.

CHAPTER V DIRECTORS AND BOARD OF DIRECTORS

Section 1 General Rules for Directors

Article 100 The director of the Company shall be a natural person and may include executive directors, non-executive directors and independent directors. Non-executive directors refer to directors who do not hold operational management positions in the Company, and independent directors refer to persons who meet the provisions of Article 129 of the Articles of Association (consistent with the meaning of "independent non-executive director" in the Hong Kong Listing Rules). A person may not serve as a director of the Company if any of the following circumstances applies:

- (i) persons without capacity or with limited capacity for civil acts;
- (ii) persons who were sentenced for crimes of corruption, bribery, encroachment or embezzlement of property or disruption of the social and economic order, or persons who were deprived of their political rights for committing a crime, where five years have not lapsed following the serving of the sentence, or in case of a suspended sentence, not more than two years have elapsed since the date of expiration of the probationary period;
- (iii) persons who acted as directors, or factory managers or managers of bankrupt or liquidated companies or enterprises who bear personal liability for the bankruptcy or liquidation of such companies or enterprises, where three years have not lapsed following the date of completion of such bankruptcy or liquidation;

- (iv) persons who were legal representatives of a company or enterprise, which had its business license revoked due to a violation of the law and were ordered to close down, and who were personally liable for the revocation of business license of such company or enterprise, where less than three years have elapsed since the date of the revocation of business license of such company or enterprise;
- (v) persons who have been listed by the people's court as defaulter because they have incurred debts of a large amount that have not been settled by the due date;
- (vi) a person who is currently being prohibited from participating in the securities market as a director or senior management member of a listed company by the CSRC and such prohibition is not expired;
- (vii) a person who have been publicly identified by the stock exchanges where the Company's shares are listed as unfit to serve as a director or senior management member of a listed company, and the identification is not expired;
- (viii) other matters stipulated by laws, administrative regulations, departmental rules or securities regulatory rules of the place where the shares of the Company are listed.

The nomination committee under the Board of the Company shall review whether candidates for director meet the qualifications for the position. When the Company discloses information about candidates for directors, it shall also disclose the review opinion of the nomination committee under the Board.

If election or appointment of a director is conducted in violation of this Article, the election, appointment or recruitment is invalid. If the case of this Article occurs to a director in his/her tenure, he or she shall immediately cease performing his or her duties, and the Board shall immediately remove him or her from office in accordance with the regulations upon becoming aware or should have become aware of such fact.

Article 101 Directors shall be elected or replaced at a shareholders' general meeting and may be removed from office prior to the expiry of their tenure. If an independent director is removed from office before the expiration of his/her tenure, the Company shall promptly disclose the specific reasons and basis for such removal. If the independent director has any objection, the Company shall promptly disclose such objection. The tenure of directors shall be three years, the tenure may be renewed if he/she is re-elected; however, the continuous appointment of independent director may not exceed six years.

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

A director may be concurrently served by senior management personnel, but the total number of directors concurrently serving as senior management personnel and directors served by employee representatives shall not exceed one-half of the total number of directors of the Company.

The Company shall have one employee representative director.

Article 102 Directors shall comply with the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, shall owe a duty of loyalty to the Company, shall take measures to avoid conflicts between their own interests and the interests of the Company, and shall not make use of their positions to gain undue advantage.

Directors shall owe a duty of loyalty to the Company as follows:

- (i) not to embezzle company properties and misappropriate company funds;
- (ii) not to deposit company funds into accounts under their own names or the names of other individuals;
- (iii) not to utilize power to accept bribe or accept other illegal income;
- (iv) not to enter into a contract or transaction, directly or indirectly, with the Company without reporting to the Board or the shareholders' general meeting and obtaining the approval of the Board or the shareholders' general meeting by resolutions in accordance with the provisions of the Articles of Association;
- (v) not to make use of their position to seek business opportunities which belong to the Company for himself/herself or others, except where they have reported to the Board or the shareholders' general meeting and obtained the approval of the shareholders' general meeting by resolutions, or the Company is unable to take advantage of such business opportunity according to the provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association;
- (vi) not to engage in the same type of businesses as the Company on his/her own or for others without reporting to the Board or the shareholders' general meeting and obtaining the approval of the shareholders' general meeting by resolutions;
- (vii) not to pocket commissions of transactions of others with the Company;
- (viii) not to disclose the secrets of the Company without authorization;
- (ix) not to make use of their relationships to compromise the interests of the Company;
- (x) other fiduciary obligations stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

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

Where the close relatives of the directors and senior management personnel, the enterprises directly or indirectly controlled by the directors and senior management personnel or their close relatives, and the connected persons who have other related relationships with the directors and senior management enter into contracts or transactions with the Company, the provisions in item (iv) of the second paragraph of this Article shall apply.

Article 103 Directors shall comply with the provisions of laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, and bear diligence obligations towards the Company. They shall exercise due care generally expected of managers in the best interests of the Company when performing their duties.

Directors bear the following diligence obligations towards the Company:

- (i) to exercise the rights conferred by the Company prudently, seriously and diligently to ensure that the commercial activities of the Company comply with laws and administrative regulations of the State, the securities regulatory rules of the place where the Company's shares are listed, and the requirements of various economic policies of the State, and the commercial activities shall not exceed the scope of business stipulated in the business license;
- (ii) to treat all shareholders fairly;
- (iii) to get a timely grasp of the status of the Company's business and management;
- (iv) to issue a written confirmation on the regular reports of the Company to ensure the truthfulness, accuracy and completeness of the information disclosed;
- (v) to provide the relevant information and materials to the audit and risk management committee truthfully, and shall not hinder the exercise of powers by the audit and risk management committee;
- (vi) any other duty of diligence stipulated by laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 104 A director who fails to attend two consecutive meetings of the Board in person or by proxy shall be deemed to be unable to perform his/her duties. The Board shall propose to the shareholders' general meeting to remove such director.

In the event that independent directors fail to attend the Board meeting in person or by proxy on two consecutive occasions, the Board shall propose to convene a shareholders' general meeting to remove their position within thirty days from the date of such fact.

The term “attend in person” as mentioned in the preceding paragraph includes the director’s presence at the Board meeting through both on-site and electronic communication methods.

Article 105 A director may resign before expiry of his/her term of office, subject to submission of a written resignation report to the Company. The resignation shall take effect on the day when the Company receives the resignation report, and the Company shall make disclosure of relevant information within two trading days.

Where the number of members of the Board falls below the quorum due to the resignation of any director, the original director shall, before the newly-elected director assumes his/her post, fulfil the duties as a director in accordance with the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association. Subject to the securities regulatory rules of the place where the Company’s shares are listed, if the Board appoints a new director to fill a casual vacancy on the Board or as an addition to the existing Board, the term of office of such appointed director shall only last until the Company’s first annual general meeting following his/her appointment, at which time he/she shall be eligible for re-election.

Article 106 The Company has a system in place to manage the departure of directors, which specifies safeguard measures for pursuing and recovering liability for unfulfilled public commitments and other outstanding matters. When a director’s resignation takes effect or his/her term of office expires, he/she shall duly complete all handover procedures with the Board. His/her fiduciary duties towards the Company and shareholders do not necessarily cease after the expiry of his/her term of office, and shall remain effective within the reasonable period specified in the Articles of Association. His/her obligation to keep the trade secrets of the Company confidential shall remain effective after the expiry of his/her term of office until such secrets become publicly available information. The liabilities that a director shall bear for performing his/her duties during his/her term of office shall not be exempted or terminated due to resignation.

Article 107 The dismissal of directors may be resolved at the shareholders’ general meetings with effect from the date such resolution was made. If a director is dismissed before the expiry of his/her term of office without justifiable reasons, he/she may claim compensation from the Company.

Article 108 No director shall act on behalf of the Company or the Board in his/her personal capacity, unless specified under the Articles of Association or legally authorized by the Board. When a director acts in his/her personal capacity and a third party may reasonably believe that such director is acting on behalf of the Company or the Board, such director shall declare his/her position and capacity in advance.

Article 109 If a director causes damages to others in performing his/her duties for the Company, the Company shall be liable for compensation; and the director shall also be liable for compensation if he/she is found to have intentional misconduct or gross negligence.

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

Article 110 The Company shall establish a working rules for independent directors. Independent directors shall act in accordance with the relevant provisions of laws, administrative regulations and departmental rules.

Section 2 Board of Directors

Article 111 The Company shall establish the Board, which consists of at least 9 directors, including independent directors accounting for no less than 1/3 of the quorum and one employee director. The Company shall have one chairperson and a vice chairperson. The chairperson and vice chairperson shall be elected by the Board by a majority of all directors.

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

- (i) to convene shareholders' general meetings and to report on its work to the shareholders' general meeting;
- (ii) to implement resolutions of the shareholders' general meeting;
- (iii) to decide on the Company's operating plans and investment proposal;
- (iv) to formulate the Company's profit distribution proposals and loss recovery proposal;
- (v) to formulate the Company's proposals for the increase or reduction of the registered capital, issuance of bonds or other securities and listing;
- (vi) to formulate the Company's material acquisition proposals, repurchase of shares of the Company in circumstances prescribed in items (i) and (ii) under the first paragraph of Article 24 of the Articles of Association and proposals for the merger, division, dissolution of the Company and change of corporate form;
- (vii) to decide on the repurchase of shares of the Company in circumstances prescribed in items (iii), (v) and (vi) under the first paragraph of Article 24 of the Articles of Association;
- (viii) to decide on matters such as external investment, acquisition and sale of assets, pledge of assets, external guarantees, entrusted financial management, related party transactions and external donations of the Company within the authorization of the shareholders' general meeting;

- (ix) to decide on the setup of the Company's internal management organization;
- (x) to decide on matters such as appointment or dismissal of the manager, the secretary to the Board and other senior management personnel of the Company and on their remuneration, reward and punishment; to decide on matters such as appointment or dismissal of the deputy manager, financial controller or other senior management personnel of the Company according to nominations of the manager of the Company and on their remuneration, reward and punishment;
- (xi) to set up the basic management system of the Company;
- (xii) to formulate proposals for any amendment to the Articles of Association;
- (xiii) to manage information disclosure matters of the Company;
- (xiv) to propose to the shareholders' general meeting to appoint or replace the accounting firm performing the audit of the Company;
- (xv) to receive reports on the work of the Company's manager and review the manager's work;
- (xvi) other functions and powers as stipulated by laws, administrative regulations, departmental rules, the Articles of Association, the securities regulatory rules of the place where the Company's shares are listed or conferred by the shareholders' general meeting.

Matters beyond the scope of the authorization of the shareholders' general meeting shall be submitted to the shareholders' general meeting for consideration.

Article 113 The Board of the Company shall provide explanations to the shareholders' general meeting about the qualified opinions raised by certified public accountants with regard to the Company's financial reports.

Article 114 The Board shall formulate the Rules of Procedure for the Board to ensure the implementation of resolutions of the shareholders' general meetings, improve work efficiency and ensure that the decision-making process is conducted in a scientific manner.

Article 115 If a transaction entered into by the Company meets any of the following standards, it shall be considered and approved by the Board.

- (i) the total value of assets involved in the transaction (book value or appraised value, whichever is higher) accounts for over 10% of the latest audited total assets of the Company;

- (ii) the consideration of the transaction (including assumed debts and costs) accounts for over 10% of the latest audited net assets of the Company, with the absolute amount being more than RMB10,000,000;
- (iii) the net assets (book value or appraised value, whichever is higher) involved in the subject of the transaction (such as equity interest) accounts for over 10% the latest audited net assets of the Company, with the absolute amount being more than RMB10,000,000;
- (iv) the revenue derived from the subject of the transaction (such as equity interest) in the latest fiscal year accounts for over 10% of the audited revenue of the Company in the latest fiscal year, with the absolute amount being more than RMB10,000,000;
- (v) the profit derived from the transaction accounts for over 10% of the audited net profit of the latest fiscal year of the Company, with the absolute amount being more than RMB1,000,000;
- (vi) the net profit derived from the subject of the transaction (such as equity interest) in the latest fiscal year accounts for over 10% of the audited net profit of the Company in the latest fiscal year, with the absolute amount being more than RMB1,000,000.

If a number involved in the above indicators is negative, its absolute value shall be taken for the purpose of calculation. The “transaction” mentioned above is defined in Article 47 of the Articles of Association.

The above transactions shall be submitted to the shareholders’ general meeting for consideration and approval after consideration and approval by the Board if such matters are required to be submitted to the shareholders’ general meeting for deliberation and approval as stipulated in the laws, regulations, normative documents, the securities regulatory rules of the place where the Company’s shares are listed and Articles of Association.

For major investment projects, the Board shall organize relevant experts and professionals to conduct a review and shall report to the shareholders’ general meeting for approval.

Subject to the securities regulatory rules of the place where the Company’s shares are listed, except for related-party transactions that are required to be submitted to the shareholders’ general meeting for consideration and approval as stipulated in the Articles of Association, any related-party transaction between the Company and a related natural person with amount (including assumed debts and expenses) of over RMB300,000, or between the Company and a related legal person (or other organization) with amount (including assumed debts and expenses) of over RMB3 million and accounting for over 0.5% of the absolute value of the Company’s latest audited net assets, shall be considered and approved by the Board.

Except for external guarantee matters that are required to be submitted to the shareholders' general meeting for approval as stipulated in Article 46 of the Articles of Association, all other external guarantee matters shall be considered and approved by the Board. Subject to the securities regulatory rules of the place where the Company's shares are listed, when the Board reviews a guarantee matter, it shall be approved by a majority of all directors and consented by more than two-thirds of the directors present at the Board meeting.

The Board may, based on the actual circumstances of the Company, specifically authorize the manager to execute matters within the scope of the Board's authority under this Article.

Article 116 The chairperson of the Board shall perform the following duties and powers:

- (i) to preside over shareholders' general meetings and to convene and preside over Board meetings;
- (ii) to supervise and monitor the implementation of resolutions of Board meetings;
- (iii) to sign important documents of the Board and other documents which shall be signed by the Company's legal representative;
- (iv) to exercise the duties and powers of a legal representative;
- (v) to exercise special discretionary power on corporate affairs in accordance with laws and in the Company's interests in case of emergency situations such as the occurrence of natural disasters of an exceptional scale and other force majeure events, and provide aftermath reports to the Board and shareholders' general meeting;
- (vi) other duties and powers as required by the law, administrative regulations, rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association or conferred by the Board's resolutions.

The above matters shall exclude matters that require consideration and approval by the shareholders' general meeting pursuant to the Company Law and other relevant laws and regulations as well as the securities regulatory rules of the places where the Company's shares are listed.

Article 117 The vice chairperson of the Company shall assist the work of the chairperson. If the chairperson is unable or fails to perform his/her duties, the vice chairperson shall perform such duties; if the vice chairperson is unable or fails to perform his/her duties, a director shall be elected jointly by more than half of the directors to perform such duties.

Article 118 Board meetings shall be held regularly at least four times every year, and shall be convened by the chairperson, with the notice of meeting sent in writing to all the directors 14 days before the date of Board meeting.

Article 119 The chairperson of the Board may, when he or she deems it necessary, convene and preside over an interim meeting of the Board within a reasonable period of time.

Shareholders representing more than one-tenth of the voting rights, one-third or more of the directors, one-half or more of the independent directors, the manager, or the audit and risk management committee may propose the convening of an interim Board meeting. The chairperson of the Board shall, within 10 days after receiving the proposal, convene and preside over the Board meeting.

Article 120 When convening a interim meeting of the Board, notice shall be given to all directors by means of personal delivery, facsimile, telephone, email or other means acceptable to all directors, at least 3 days prior to the meeting. In the event that urgent matters require the convening of an interim Board meeting as soon as possible, the notice period shall not be subject to the aforementioned limitation, provided that the convener shall explain the circumstances at the meeting.

Article 121 A notice of Board meeting shall contain the following:

- (i) date and venue of the meeting;
- (ii) duration of the meeting;
- (iii) reasons and subjects for discussion;
- (iv) date of notice.

Article 122 Board meetings shall generally be held on site. Provided that directors are ensured of ample opportunity to express their opinions, meetings may also be convened and resolutions may be passed by means of communication or other methods, with attending directors signing the minutes accordingly.

If the meeting of Board is convened off site, the number of directors present shall be counted based on those appearing in video conferences, expressing opinions in teleconferences, actually receiving valid documentary evidence such as facsimiles within the specified time limit, or written confirmations submitted afterwards by directors confirming their attendance at the meeting.

Article 123 A Board meeting may be held only if more than half of the directors are present. A resolution of the Board must be approved by more than half of all directors. Where laws, administrative regulations, departmental rules and the Articles of Association provide otherwise with respect to the minimum number of directors required for attendance or the minimum number required for approval, such provisions shall prevail.

The voting method for Board resolutions shall be written voting methods such as filling out voting ballots, and the vote on a Board resolution shall be on a one-person-one-vote basis. A Board resolution may also be adopted by means of a written resolution without convening a Board meeting, provided that such written resolution shall be signed by all directors of the Board, and that the proposed written resolution shall be delivered to each director. For this purpose, each director may sign different copies of the same written resolution, and all such copies together shall constitute one valid written resolution. Furthermore, for this purpose, the electronic or facsimile signature of a director shall be valid and binding. Such written resolution shall have the same effect as a resolution adopted at a Board meeting duly convened.

Article 124 Where a director has a related-party relationship with an enterprise or individual involved in a matter to be resolved by the Board, such director shall promptly file a written report with the Board and shall not exercise voting rights on such resolution, nor shall such director exercise voting rights on behalf of any other director. The Board meeting may be held with the attendance of more than half of the non-related directors, and any resolution passed at the Board meeting shall be approved by more than half of the non-related directors. If the number of non-related directors present at the Board meeting is fewer than three, such matter shall be submitted to the shareholders' general meeting for deliberation. If any laws, regulations, or the securities regulatory rules of the place where the Company's shares are listed impose additional restrictions on a director's attendance and voting at Board meetings, such restrictions shall prevail.

Article 125 Directors shall attend the meetings of the Board in person. Where a director is unable to attend a meeting for any reason, he/she may, by a written power of attorney, appoint another director to attend the meeting on his/her behalf. The power of attorney shall set out the name of the attorney, issues under authorization, scope of authorization and valid period, which will be signed or sealed with the chop by the appointing director. A director who attend the meeting on behalf of appointed director shall exercise the rights of a director to the extent authorized. Where a director is unable to attend a meeting of the Board and has not appointed a proxy to attend the meeting on his/her behalf, he/she shall be deemed to have waived his/her right to vote at the meeting.

Article 126 The Board shall prepare minutes of resolutions passed at the meetings of the Board and such minutes shall be signed by the directors present at the meeting.

The minutes of the Board meeting shall be properly kept as corporate documents for a period of not less than ten years.

Article 127 The minutes of the Board meeting shall include:

- (i) the date, place and the convener's name of the meeting;
- (ii) names of directors present and such directors appointed as proxies to attend the meeting;
- (iii) agenda of the meeting;
- (iv) key points of speeches of the directors;
- (v) the voting method and the results of each resolution (the number of votes in favor, against or abstain shall all be clearly indicated).

Section 3 Independent Directors

Article 128 Independent directors shall earnestly perform their duties in accordance with laws, administrative regulations, the provisions of the CSRC, the rules of the stock exchanges where the Company's shares are listed and the Articles of Association, and shall play a role in decision-making, supervising and balancing, and professional consulting within the Board, to safeguard the interests of the Company as a whole and to protect the legitimate rights and interests of minority shareholders. At least one-third of the Board shall be independent directors, one of whom shall be an accounting professional. Independent directors should faithfully perform their duties, safeguard the interests of the Company, and protect the legitimate rights and interests of minority shareholders from being damaged.

Article 129 An independent director shall maintain his/her independence. None of the following persons may serve as an independent director:

- (i) persons working in the Company or its subsidiary and their spouses, parents, children and main social relation;
- (ii) directly or indirectly holds 1% or more of the issued shares of the Company or is one of the top ten individual shareholders of the Company and their spouses, parents or children;
- (iii) persons employed by a shareholder which directly or indirectly holds 5% or above of the issued shares of the Company or is among the top five shareholders of the Company or their spouses, parents and children;
- (iv) persons working in the affiliates of the Company's controlling shareholders or de facto controllers and their spouses, parents and children;
- (v) persons having material business dealings with the Company and its controlling shareholders, de facto controllers or their respective affiliates, or persons working in entities that have material business dealings with the Company, and their controlling shareholders or de facto controllers;
- (vi) persons providing financial, legal, consulting, sponsorship and other services for the Company, its controlling shareholders, de facto controllers, or their respective affiliates, including but not limited to all the members of the project teams, the reviewing officers at all levels, the signatory(ies) of the reports, the partners, directors, senior management personnel and the persons in charge of the intermediary(ies) providing the services;
- (vii) persons falling under the conditions mentioned in items (i) to (vi) during in the latest twelve months;
- (viii) other persons who are deemed as not independent under laws, administrative regulations, the provisions of the CSRC, the operational rules of the stock exchanges where the Company's shares are listed and the Articles of Association;

If an independent director, after assuming office, is found to be in a situation that does not meet the independence requirements or qualification conditions, he/she shall immediately cease performing duties and resign from the position. If the independent director fails to tender his/her resignation, the Board shall immediately remove him/her from the position in accordance with the relevant provisions upon becoming aware or should have become aware of the occurrence of such fact.

If an independent director resigns or is removed due to the circumstances set forth in the preceding paragraph, resulting in the proportion of independent directors on the Board or any of its special committees falling below the requirements of the Administrative Measures for Independent Directors of Listed Companies or the Articles of Association, or resulting in a lack of an accounting professional among the independent directors, the Company shall complete the by-election within sixty (60) days from the date of occurrence of the aforesaid fact.

Independent directors shall conduct annual self-examination of their independence and submit the results to the Board. The Board shall assess the independence of the incumbent independent directors and issue a special opinion on an annual basis, which shall be disclosed simultaneously in the annual report.

Article 130 Independent directors of the Company shall have the following qualifications:

- (i) possess the qualification being a director of a listed company in accordance with law, administrative regulation, the securities regulatory rules of the place where the Company's shares are listed and other relevant requirements;
- (ii) meet the requirement of independence as specified in the Articles of Association;
- (iii) have the basic knowledge for operation of listed company, and are familiar with the relevant laws, regulations and rules;
- (iv) have more than five years working experience in law, accounting or economics required for performance of duties as independent directors;
- (v) have good personal integrity and do not have any adverse records such as major breach of trust;
- (vi) other requirements as prescribed by laws, administrative regulations, the provisions of the CSRC, the operational rules of the stock exchanges where the Company's shares are listed and the Articles of Association.

Article 131 Independent directors, as members of the Board, shall have fiduciary obligations and diligent obligations towards the Company and all shareholders, and shall prudently perform the following duties:

- (i) to participate in the decision-making process of the Board and offer clear opinions on the matters under deliberation;
- (ii) to supervise matters relating to potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors and senior management personnel, and to protect the legitimate rights and interests of small and medium shareholders;
- (iii) to provide professional and objective advice on the Company's operations and development, and to help improve the decision-making standards of the Board;
- (iv) other duties as required by the laws, administrative regulations, the provisions of the CSRC, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 132 The independent directors shall exercise the following special powers and duties:

- (i) independently engaging intermediary organizations to conduct audits, consultations or verifications on specific matters of the Company;
- (ii) proposing to the Board to convene an extraordinary general meeting;
- (iii) proposing the convening of a meeting of the Board;
- (iv) openly soliciting shareholders' rights from shareholders in accordance with the law;
- (v) expressing independent opinions on matters that may jeopardize the interests of the Company or the medium and small shareholders;
- (vi) other powers and duties as stipulated by laws, administrative regulations, the provisions of the CSRC, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The exercise by an independent director of the powers and duties set out in preceding paragraph (i) to (iii) shall be approved by a majority of all independent directors. The Company shall disclose in a timely manner any exercise of the powers and duties listed in the first paragraph by an independent director. In the event that the aforesaid powers and duties cannot be properly exercised, the Company shall disclose the specific circumstances and reasons thereof.

Article 133 The following matters shall be submitted to the Board for consideration after being approved by a majority of all independent directors of the Company:

- (i) connected transactions that should be disclosed;
- (ii) the proposal of the Company and related parties to change or waive their commitments;
- (iii) decisions made and measures taken by the board of directors of the acquired listed company in relation to the acquisition;
- (iv) other matters as prescribed by laws, administrative regulations, the provisions of the CSRC, the rules of stock exchanges of the place where the Company's shares are listed and the Articles of Association.

Article 134 The Company shall establish a mechanism for special meetings which will be attended by independent directors only. Matters such as related party transactions to be reviewed by the Board shall be approved in advance by a special meeting of the independent directors.

The Company shall convene special meetings of the independent directors on a regular or ad hoc basis. Matters specified in items (i) to (iii) of Paragraph 1 of Article 132 and Article 133 of the Articles of Association shall be considered by a special meeting of the independent directors. The special meetings of the independent directors may consider and discuss other matters of the Company when necessary.

The special meetings of the independent directors shall be convened and chaired by an independent director nominated by more than half of the independent directors; in the event that the convener does not perform his/her duties or he/she is unable to perform his/her duties, two or more independent directors can convene a meeting on their own and nominate a representative to chair the meeting.

The special meetings of the independent directors shall prepare minutes of meetings in accordance with regulations. The minutes of meetings shall record the opinions of the independent directors. The independent directors shall sign and confirm the minutes of meetings. The Company shall facilitate and support the convention of the special meetings of the independent directors.

Section 4 Special Committees of the Board

Article 135 The Board of the Company has established the audit and risk management committee, which exercises the functions and powers of the supervisory committee as stipulated in the Company Law.

Article 136 The audit and risk management committee should comprise three non-executive directors or independent directors who are not serving as senior management of the Company. The convener shall be an independent director with professional accounting qualifications. Employee directors of the Board may serve as members of the audit and risk management committee.

Article 137 The audit and risk management committee is responsible for reviewing the Company's financial information and its disclosure, and supervising and evaluating the internal and external auditing work and internal control of the Company. The following matters shall be submitted to the Board for deliberation with the approval of more than half of all members of the audit and risk management committee:

- (i) disclosure of financial information in financial statements and periodic reports, as well as internal control evaluation reports;
- (ii) appointment or dismissal of the accounting firm that undertakes the audit engagements of 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 prescribed by laws, administrative regulations, the provisions of the CSRC, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 138 The audit and risk management committee shall hold at least one meeting every quarter. When two or more members of the committee propose or when the convener considers necessary, an extraordinary meeting may be convened. A meeting of the audit and risk management committee shall only be held with the presence of more than two-thirds of its members.

Voting on resolutions of the audit and risk management committee shall be conducted on the basis of one vote per member. Resolutions of the audit and risk management committee shall be passed by more than half of the members of the audit and risk management committee.

The resolutions of the audit and risk management committee shall be recorded in the minutes of meetings in accordance with rules, which shall be signed by members of the audit and risk management committee who attended the meeting.

The Board shall be responsible for preparation of the implementation rules of the audit and risk management committee.

Article 139 The Board of the Company has established the strategy and sustainable development committee, the nomination committee, the remuneration and appraisal committee, and other special committees to perform their duties in accordance with the Articles of Association and the authorization of the Board, and the proposals of these special committees shall be submitted to the Board for consideration. The Board shall be responsible for formulating the implementation rules of the special committees. All members of the special committees shall be directors, with each committee consisting of three members. The remuneration and appraisal committee and the nomination committee shall each have a majority of independent directors, with an independent director serving as convener. The nomination committee shall include at least one director of a different gender.

Article 140 The nomination committee is responsible for formulating the standards and procedures for the selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications for office, and making recommendations to the Board on the following matters:

- (i) nominating or removing directors;
- (ii) appointing or dismissing senior management members;
- (iii) other matters as provided by laws, administrative regulations, the provisions of the CSRC, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Where the recommendations of the nomination committee are not adopted or are not fully adopted by the Board, the opinions of the nomination committee and the specific reasons for the non-adoption shall be recorded in a resolution of the Board and disclosed accordingly.

The nomination committee shall annually assess the qualifications of the directors. If it is found that the directors do not meet the qualifications, it shall promptly propose to the Board a suggestion for their removal.

Article 141 The remuneration and appraisal committee is responsible for formulating the evaluation criteria for directors and senior management and conducting the evaluation, preparing and reviewing the remuneration policies and programs for directors and senior management, such as the mechanism for determining the remuneration of directors and senior management, the decision-making process, payment and claw-back arrangements, and making recommendations to the Board on the following matters:

- (i) the remuneration of directors and senior management;
- (ii) formulating or changing the equity 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 provided by laws, administrative regulations, the provisions of the CSRC, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Where the recommendations of the remuneration and appraisal committee are not adopted or are not fully adopted by the Board, the opinions of the remuneration and appraisal committee and the specific reasons for the non-adoption shall be recorded in a resolution of the Board and disclosed accordingly.

CHAPTER VI SENIOR MANAGEMENT

Article 142 The Company shall have one general manager who shall be appointed or removed by the Board. The Company shall have several deputy general managers who shall be nominated by the general manager and appointed or removed by the Board.

Article 143 Article 100 of the Articles of Association in relation to the circumstances under which a person may not serve as a director and Article 106 thereof in relation to the termination management system for directors shall be also applicable to the management members.

The provisions of the Articles of Association regarding the fiduciary and diligent obligations of directors shall be also applicable to the management members.

Article 144 A person who holds an administrative position other than director and supervisor in the controlling shareholder of the Company shall not act as a senior management of the Company. Senior management of the Company only receive salaries from the Company and the controlling shareholder shall not pay salaries thereto on behalf of the Company.

Article 145 The general manager is appointed for tenure of three years and he/she may be reappointed.

Article 146 The general manager shall be held accountable to the Board and shall exercise the following functions and powers:

- (i) to be in charge of the production, operation and management of the Company, to organize the implementation of the resolutions of the Board and report the work to the Board;
- (ii) to organize the implementation of the Company's annual operational plans and investment plans;
- (iii) to formulate the Company's development plans, plans on annual production and operation, annual financial budgets and final accounts;
- (iv) to formulate the Company's plans for the distribution of profits and for making up losses and report to the Board;

- (v) to formulate plans for the establishment of the Company's internal management structure;
- (vi) to formulate the Company's basic management systems;
- (vii) to establish the Company's specific rules and regulations;
- (viii) to recommend to the Board the appointment or dismissal of deputy general managers or the chief financial officer of the Company;
- (ix) to decide on the appointment or dismissal of management personnel other than those whose appointment or dismissal shall be decided by the Board;
- (x) to issue daily administrative and business documents, to handle external affairs on behalf of the Company and sign economic contracts concerning investments, cooperative operations, joint ventures and loans under the authorization of the Board;
- (xi) other powers granted by the Articles of Association or the Board.

Except for matters that should be submitted to the Board meetings or shareholders' general meetings for review and approval as specified in the Articles of Association, other transactions, related party transactions, financial assistance and other matters of the Company shall be approved by the general manager of the Company.

The general manager shall attend Board meetings.

Article 147 The general manager shall prepare detailed rules of duties and responsibilities of general manager for approval by the Board before its implementation.

Article 148 The detailed rules of duties and responsibilities of general manager shall include:

- (i) the requirements, procedures and attendees of an office meeting of general manager;
- (ii) the specific duties and roles of each of the general manager and other senior management;
- (iii) the usage of the Company's funds and assets, the limits of his/her authority to enter into material contracts, and the mechanism of reporting to the Board;
- (iv) other matters as the Board shall deem necessary.

Article 149 The general manager may resign before expiry of his/her term of service. The specific procedures and measures concerning the general manager's resignation shall be stipulated by the employment related contract between the general manager and the Company.

Article 150 The deputy general manager shall assist the general manager and be accountable thereto, perform the duties assigned by the general manager, and execute business documents within his/her scope of duties. The general manager may authorize the deputy general manager to act as the general manager when the general manager is not able to perform his/her duties.

Article 151 The Company shall have a Board secretary. The Board secretary shall be responsible for preparing the Company's shareholders' general meetings and Board meetings, maintaining documents, managing shareholder information, handling information disclosure and other matters.

The Board secretary shall comply with relevant provisions of laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 152 The senior management shall sign a written confirmation of the documents for the issuance of securities and the regular reports of the Company to ensure the timeliness and fairness of the information disclosed by the Company and that the information disclosed by the Company is true, accurate and complete.

The Company shall be liable for any damages to others caused by the senior management while he/she is performing his or her duties. The senior management shall also be liable if such damages are caused with intention or due to his/her gross negligence.

The senior management 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, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association in the course of performing his/her duties.

Article 153 The senior management of Company shall faithfully perform their duties and safeguard the best interests of the Company and the shareholders as a whole. Any senior management of the Company who fails to faithfully perform his/her duties or violate his/her fiduciary duties and as a result, causes damage to the interests of the Company and the public shareholders shall be liable for compensation according to law.

CHAPTER VII FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Section 1 Financial and Accounting System

Article 154 The Company shall establish its financial and accounting system in accordance with laws, administrative regulations and the requirements of relevant regulatory authorities of the PRC.

Article 155 The Company shall submit and disclose its annual reports to the local office of the CSRC and the stock exchanges within four months from each fiscal year end, and submit and disclose the interim reports to the local office of the CSRC and the stock exchanges within two months from the closing date of the first half of each fiscal year.

The aforesaid annual reports and interim reports are prepared in accordance with relevant laws, administrative regulations, departmental rules and rules of the stock exchanges where the Company's shares are listed.

Article 156 The Company shall not establish account books other than the statutory account books. The funds of the Company shall not be deposited in any personal account.

Article 157 The Company is required to withdraw 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 withdrawal 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 for 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 a withdrawal 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 for the losses and making contributions to the statutory reserve fund, any remaining after-tax profits shall be distributed to the shareholders in proportion to their respective shareholdings, except that it is stipulated in the Articles of Association that profit distributions shall not be made in accordance with the shareholding proportion.

If the shareholders' general meeting has, in violation of the provisions of the Company Law, distributed profits to the shareholders, the shareholders shall return the profits distributed in violation of the provisions to the Company; where any loss is caused to the Company, the shareholders and the responsible directors and senior management shall be liable for compensation.

No profits shall be distributed in respect of the shares held by the Company.

The Company shall appoint one or more collection agents for H shareholders in Hong Kong. The collection agents shall collect on behalf of the relevant H shareholders the dividends distributed and other funds payable by the Company in respect of the H Shares, and hold such monies in their custody pending payment to the H shareholders concerned. The collection agents appointed by the Company shall meet the requirements of the laws, regulations and the securities regulatory rules of the place where the Company's shares are listed.

Article 158 The reserve fund of the Company shall be applied to make up for the Company's losses, expand its business operations or increase its registered capital.

When utilizing reserve funds to make up for the Company's losses, the discretionary reserve fund and statutory reserve fund should be used first; if the losses still cannot be made up, the capital reserve fund may be used in accordance with regulations.

Upon the transfer of the statutory reserve fund for increasing registered capital, the balance of the fund shall not be less than 25% of the registered capital of the Company before such transfer.

Article 159 The Company shall implement a profit distribution policy as follows:

(i) basic principles of profit distribution

The Company adopts consistent and stable profit distribution policies, which should emphasize investors' reasonable investment return while maintaining sustainable development of the Company. Subject to the compliance of the profit distribution principles, the maintenance of the normal operation and the long-term development of the Company, the Company attaches importance to the cash dividend payment.

(ii) forms of profit distribution

The Company may distribute profits in cash, in shares or in a combination of both cash and shares, provided that such profit distribution shall not exceed the range of the accumulated distributable profits or damage the Company's ability to continue as a going concern.

(iii) intervals of profit distribution

Provided that the net profit attributable to the shareholders of the parent company for the current year is positive and the conditions for profit distribution are satisfied, the Company shall conduct the profit distribution at least once a year; On the premise of meeting the Company's capital requirements for normal production and operation, predictable major investment plan or significant capital expense, the Board of the Company may propose to the Company to conduct interim dividend distribution based on the Company's operating profit and cash flow for the current period.

(iv) sequence of profit distribution

If the Company satisfies the conditions for cash dividends, priority should be given to profit distribution by means of cash dividends.

(v) specific conditions and the proportion of profit distribution

1. Specific conditions and the proportion of cash dividends

The profit distributed by the Company in cash shall comply with the following conditions:

- (1) the distributable profit (i.e. the profit after tax after deducting compensation for loss and withdrawal of common reserve fund by the Company) realized by the Company for the year or half year is positive and the cash flow is sufficient. The payment of cash dividends will not affect the subsequent continuing operation of the Company;
- (2) the cumulative distributable profit of the Company is positive;
- (3) the audit firm issues an unqualified audited financial report of the Company for the year, excluding interim cash dividend distribution;
- (4) there exist no other material exceptional circumstances approved by the shareholders' general meeting of the Company that would permit the omission of cash dividends;
- (5) the Company has no such events as major investment plan or significant cash expenditure, excluding projects for raising proceeds. Major investment plan or significant capital expenditure refers to the proposed external investment, acquisition of assets or purchase of equipment by the Company in the coming twelve months with accumulated expenses amounting to or exceeding 30% of the latest audited net assets of the Company.

Items (1)-(4) of the above conditions for cash dividend distribution are necessary conditions for the Company to implement cash dividends; after consideration and approval by the shareholders' general meeting, item (5) of the above conditions for cash dividend distribution shall not affect the Company's implementation of cash dividend distribution. After the Company has set aside the statutory reserve fund and surplus reserve in full amount, the annual cash distribution of profits shall not be less than 10% of the distributable profits, on a consolidated basis, realized in the current year.

The Board of the Company shall take into full account of various factors such as features of the industries where the Company operates, the stage of development, its own business model, level of profitability, debt repayment capacity, whether there is significant capital expenditure arrangement and investor return in distinguishing the following situations, and propose a differentiated cash dividend policy in accordance with the procedures as required by the Articles of Association:

- (1) if the Company is at the mature stage of development and has no significant capital expenditure plan, the proportion of cash dividends shall be at least 80% in the profit distribution;
- (2) if the Company is at the mature stage of development and has a significant capital expenditure plan, the proportion of cash dividends shall be at least 40% in the profit distribution;
- (3) if the Company is at the growing stage and has a significant capital expenditure plan, the proportion of cash dividends shall be at least 20% in the profit distribution.

If it is difficult to determine the Company's stage of development while it has a significant capital expenditure plan, the profit distribution may be dealt with pursuant to the rules applied in Item (3) of the previous paragraph.

2. Specific conditions for the distribution of share dividends of the Company

When the Company is in good operating conditions and the Board believes that the earnings per share and share price of the Company do not match its capital scale and capital structure, the Company may distribute profits by issuing share dividends while satisfying the above-mentioned cash dividend ratio requirements. When determining the specific amount of profits to be distributed in the form of shares, the Company should fully consider whether the total share capital after the distribution of profits in the form of shares is consistent with the Company's current operating scale and profit growth rate, and take into account the impact on future debt financing costs to ensure that the profit distribution plan is in line with the overall and long-term interests of all shareholders.

(vi) decision-making procedures and mechanisms for profit distribution

1. Decision-making procedures for profit distribution

- (1) The Board shall prepare an annual profit distribution plan or an interim profit distribution plan, which shall clearly state the usage plan for the undistributed profits of the current year, and shall determine the percentage of cash dividend over the distributable profits for the relevant year and whether the Company should distribute dividend in the form of shares. The Board shall seriously study and discuss matters such as the timing, conditions and minimum percentage of the Company's cash dividends, the conditions for adjustments and the requirements of its decision-making procedures when formulating a specific plan of cash dividends distribution.

- (2) The Board shall consider and approve the profit distribution proposal before submitting it to the shareholders' general meeting for consideration. When the Board considers the profit distribution proposal, it shall be approved by a majority of all the directors and more than one-half of the independent directors of the Company shall vote in favor of the proposal. When the shareholders' general meeting considers the profit distribution plan, the Company shall provide online voting and other means to facilitate shareholders to participate in the voting at the shareholders' general meeting.

Independent directors shall be entitled to express their independent opinions if they are of the opinion that the specific plan for distribution of cash dividends may jeopardize the interests of the Company or those of the minority shareholders. If the Board does not adopt or fully adopt the opinion of the independent directors, it shall record the opinion of the independent directors and the specific reasons for non-adoption in the resolution of the Board and disclose the same. Before the shareholders' general meeting considers the specific cash dividend plan, the Company shall actively communicate and exchange with the shareholders, especially minority shareholders, through various channels, fully listen to the opinions and demands of minority shareholders, and promptly respond to issues of concern to minority shareholders.

- (3) When the Company convenes the annual general meeting to consider the annual profit distribution plan, it may consider and approve the conditions, maximum percentage, amount limit of interim cash dividends for the next year. The interim dividends limit 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, develop a specific interim plan for distribution of dividends in line with the conditions of profit distribution.
- (4) Where the Company is unable to determine its profit distribution plan for the current year in accordance with its established cash dividend policy or minimum cash dividend percentage due to exceptional circumstances, it shall disclose the specific reasons in its annual report. The Company's profit distribution plan for the current year shall be approved by more than two-thirds of the voting rights held by shareholders present at the shareholders' general meeting.

After the shareholders' general meeting passes the profit distribution plan, or after the Board formulates a specific plan based on the conditions and upper limits for interim dividends approved at the annual general meeting for the following year, the distribution of dividends (or shares) shall be completed within two months. If the specific plan cannot be implemented within two months due to the provisions of laws and regulations and the securities regulatory rules of the place where the Company's shares are listed, the implementation date thereof may be adjusted accordingly in accordance with relevant regulations and the actual situation. In case any shareholder misappropriates the funds of the Company unlawfully, the Company shall deduct cash dividends to be distributed to such shareholder for making up the amount misappropriated.

- (5) When the Company makes adjustments to the retained undistributed profit utilization plan arrangements or principles, it shall be re-submitted for approval by the Board and the shareholders' general meeting in accordance with the above consideration procedures, and the reasons for the adjustment shall be demonstrated and explained in detail in the relevant resolutions.

2. Adjustment of profit distribution policies

- (1) If the Company needs to adjust the profit distribution policy due to material changes in external operating environment or its own operating conditions, it shall take the protection of shareholders' rights and interests as the starting point and justify and explain the reasons in detail in the proposal at the shareholders' general meeting, and the adjusted profit distribution policy shall not breach any relevant regulations of the CSRC and the stock exchanges where the Company's shares are listed. The resolution on adjusting the profit distribution policy must be submitted to the shareholders' general meeting for approval after being reviewed and approved by the Board. The "material changes in external operating environment or its own operating conditions" refer to any of the following circumstances:
 - ① the Company suffers losses due to significant changes in the laws, regulations and industry policies formulated by the PRC, instead of reasons of the Company;
 - ② the Company suffers losses due to events of force majeure including earthquake, typhoon, flood and war which are unforeseeable, unavoidable or insurmountable and impose material adverse impact on production and operation of the Company;
 - ③ after the Company's statutory reserve fund is used for making up for previous years' losses, the net profit of the Company in the current year is still not enough to make up for previous years' losses;
 - ④ other circumstances as prescribed by the CSRC and stock exchanges where the Company's shares are listed.

- (2) In the process of adjusting profit distribution policy, the Board of the Company shall take full account of opinions of independent directors and public investors. When the Board considers the profit distribution policy, it must be approved by a majority of the votes of all directors, and by more than half of the votes of the Company's independent directors.
 - (3) Adjustment to profit distribution policy shall not be submitted to the shareholders' general meeting for consideration before it is considered and approved by the Board. The Company shall discuss the relevant matters in detail and explain reasons thereof in proposal of the shareholders' general meeting with the protection of shareholders' interests as the starting point. Matters concerning adjustment to profit distribution policy under consideration of the shareholders' general meeting shall be adopted by shareholders representing two-thirds or more of the voting rights of the shareholders in presence.
- (vii) the Company shall expressly disclose the details about the formulation and implementation of the cash dividend policy in the annual report, and state the details on the following matters:
1. whether the policy is in compliance with the requirements of the Articles of Association or the resolutions passed at the shareholders' general meeting;
 2. whether the basis and ratio of the distribution are specific and clear;
 3. whether the relevant procedures and mechanisms are sound;
 4. where the Company does not distribute cash dividends, the specific reasons and further measures to be taken to enhance the return level of investors;
 5. whether there are opportunities for the minority shareholders to fully express their views and requests, and whether their legal interests are sufficiently protected, etc.

If the cash dividend policy is to be adjusted or changed, the Company shall disclose in detail such as whether the conditions and procedures for the adjustments or changes are in compliance with the regulations.

Section 2 Internal Audit

Article 160 The Company shall implement an internal audit system, which clearly defines the leadership system, responsibilities and authorities, personnel allocation, funding support, application of audit results and accountability for internal audit.

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

Article 161 The internal audit institution of the Company shall supervise and inspect the business activities, risk management, internal control, financial information and other matters of the Company.

Article 162 The internal audit institution shall be accountable to the Board.

The internal audit institution shall accept the supervision and guidance from the audit and risk management committee in the course of supervising and inspecting the business activities, risk management, internal control and financial information of the Company. If the internal audit institution discovers relevant major issues or clues, it shall report directly to the audit and risk management committee immediately.

Article 163 The internal audit institution is responsible for the specific organization and implementation of the internal control evaluation of the Company. The Company shall issue the annual internal control evaluation report based on the evaluation report and relevant materials issued by the internal audit institution after being reviewed by the audit and risk management committee.

Article 164 When the audit and risk management committee communicates with external audit firms such as accounting firms and national audit agency, the internal audit institution shall actively cooperate and provide necessary support and collaboration.

Article 165 The audit and risk management committee shall participate in the evaluation of the person in charge of internal audit.

Section 3 Appointment of the Accounting Firm

Article 166 The Company shall appoint an accounting firm which is qualified under the Securities Law to audit its accounting statement, conduct verification of net assets and provide other relevant consultation services. The term of appointment shall be one year and renewable.

Article 167 The appointment and dismissal of an accounting firm by the Company shall be determined by the shareholders' general meeting. The Board shall not appoint an accounting firm before the decision of the shareholders' general meeting.

Article 168 The Company shall provide the accounting firm with true and complete accounting vouchers, accounting books, financial accounting reports and other accounting information without any objection, omission or falsehood.

Article 169 The audit fees payable to an accounting firm shall be determined by the shareholders' general meeting.

Article 170 30 days' prior notice shall be given to the accounting firm if the Company decides to remove such accounting firm or not to renew the appointment thereof. The accounting firm shall be entitled to make representations when the resolution regarding the removal of the accounting firm is considered at the shareholders' general meeting of the Company.

Where the accounting firm resigns, it shall make statements to the shareholders' general meeting whether there is any improper circumstance in the Company.

CHAPTER VIII NOTICE AND ANNOUNCEMENT

Section 1 Notice

Article 171 A notice of the Company shall be sent by the following means:

- (i) by hand;
- (ii) by mail;
- (iii) by announcement;
- (iv) fax, email, text message, WeChat, electronic data exchange and other forms of data message that can show the described content visibly;
- (v) by any other means as approved by laws, administrative regulations, rules or the Articles of Association.

Article 172 Where a notice is issued by the Company by announcement, it shall be deemed as having been received by all relevant persons once it is announced.

Article 173 Notice of the shareholders' general meeting to be convened by the Company shall be given by announcement.

Article 174 Notices of Board meetings convened by the Company shall be delivered by hand, email, fax, e-mail, text message, WeChat, electronic data exchange and other forms of data message that can show the described content visibly.

Article 175 Where the notice is sent by person, the recipient shall sign (or seal) the receipt acknowledgement and the date of the signature of such recipient shall be the date of service; where the notice is sent by post, the fifth day after the date of delivery to the post office shall be the date of service. Where the notice is sent by fax, electronic data exchange, e-mail, text message, WeChat and other forms that can show the described content visibly, the sending date shall be the date of service, but a reasonable manner should be taken to confirm whether the recipient has received the notice. If the notice of the Company is served by announcement, the date of the first announcement shall be the date of service.

Article 176 Where a notice of a meeting is not issued to a person entitled to the notice or such a person fails to receive the notice for any accidental omission, the validity of the meeting and the resolutions of the meeting shall not be affected.

Section 2 Announcement

Article 177 The Company shall designate newspapers recognized by the CSRC and the SSE to publish the Company's A-share announcements and other information required to be disclosed. The website of the SSE (<http://www.sse.com.cn>) shall be the designated website of A-share information disclosure for the Company. Announcements on H Shares and other information required to be disclosed by the Company shall be published on the Company's website, the HKEXnews website and such other websites as may be prescribed by the Hong Kong Listing Rules from time to time in accordance with the relevant requirements of the Hong Kong Listing Rules. The Company's announcement shall comply with the provisions of the Company Law, the Articles of Association and the securities regulatory rules of the place where the Company's shares are listed.

For the purpose of the method for the Company to furnish and/or send any communications of the Company to shareholders of H Shares as required by the listing rules of the place where the Company's shares are listed, subject to the listing rules of the place where the Company's shares are listed, all communications of the Company may be sent or provided to such shareholders of H Shares through electronic means or posting such information on the website of the Company or stock exchanges in the place where the Company's shares are listed, instead of personal delivery or prepaid mail delivery to shareholders of H Shares.

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

Section 1 Merger, Division, Capital Increase, Capital Reduction and Announcement

Article 178 Company mergers may take the form of mergers by absorption or mergers by new establishment.

When a company absorbs other companies, it is called a merger, and the absorbed company is dissolved. The merger of two or more companies to establish a new company is a new merger, and the merging parties are dissolved.

Article 179 If the price paid for the merger of the Company does not exceed 10% of the net assets of the Company, it may not be subject to a resolution of the shareholders' general meeting, unless otherwise provided in the Articles of Association.

Where the merger of the Company pursuant to the preceding paragraph is not subject to a resolution of the shareholders' general meeting, it shall be subject to a resolution of the Board.

Article 180 If the Company merges, the merging parties shall sign a merger agreement and prepare a balance sheet and property list. The Company shall notify creditors within 10 days from the date of making the merger resolution and shall make an announcement within 30 days on designated media, the National Enterprise Credit Information Publicity System and the websites designated by the securities regulatory authorities (including the HKEXnews website, www.hkexnews.hk). Creditors may require the Company to pay off debts or provide corresponding guarantees within 30 days from the date of receipt of the notice, or within 45 days from the date of announcement if no notice is received.

Article 181 If the Company merges, the claims and debts of the merging parties shall be inherited by the continuing company or the newly established company after the merger.

Article 182 If the Company is divided, its property will be divided accordingly.

If the Company is divided, a balance sheet and property list shall be prepared. The Company shall notify its creditors within 10 days from the date of making the separation resolution, and shall make an announcement within 30 days on designated media, the National Enterprise Credit Information Publicity System and the websites designated by the securities regulatory authorities (including the HKEXnews website, www.hkexnews.hk).

Article 183 The debts incurred before the Company is divided shall be jointly and severally liable by the Company after the division. However, this shall not be the case unless otherwise agreed upon in a written agreement between the Company and its creditors regarding debt settlement before the division.

Article 184 If the Company reduces its registered capital, it shall prepare a balance sheet and property list.

The Company shall notify creditors within 10 days from the date of the shareholders' general meeting making the resolution to reduce the registered capital, and shall make an announcement within 30 days on designated media, the National Enterprise Credit Information Publicity System and the websites designated by the securities regulatory authorities (including the HKEXnews website, www.hkexnews.hk). Creditors have the right to require the Company to pay off debts or provide corresponding guarantees within 30 days from the date of receipt of the notice, or within 45 days from the date of announcement if no notice is received.

Where the Company reduces its registered capital, the amount of capital contribution or shares shall be reduced correspondingly in proportion to the shares held by its shareholders, unless otherwise provided by law or the Articles of Association.

Article 185 If the Company still has losses after making up for its losses in accordance with the provisions of paragraph 2 of Article 158 of the Articles of Association, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Company shall not distribute to shareholders, nor may it exempt shareholders from their obligation to pay capital contributions or share payments.

If the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of Article 184 of the Articles of Association shall not apply, but announcements shall be made on designated media or the National Enterprise Credit Information Publicity System within 30 days from the date when the shareholders' general meeting makes a resolution to reduce the registered capital.

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

Article 186 Where the registered capital is reduced in violation of the Company Law or other relevant provisions, shareholders shall return funds received and the original state shall be restored if capital contributions from shareholders are reduced or exempted; if losses are caused to the Company, the shareholders and the responsible directors and senior management shall be liable for compensation.

Article 187 When the Company issues new shares for increasing its registered capital, shareholders shall have no pre-emptive rights, unless otherwise provided in the Articles of Association or where the resolution of the shareholders' general meeting decides that shareholders are entitled to pre-emptive rights.

Article 188 If the Company is merged or divided and the registered items are changed, the registration of the change shall be carried out with the company registration authority in accordance with the law; if the Company is dissolved, the registration of the cancellation of the Company shall be carried out in accordance with the law; if a new company is established, the registration of the establishment of such company shall be carried out in accordance with the law.

If the Company increases or decreases its registered capital, it shall apply for registration of the change with the company registration authority in accordance with the law.

Section 2 Dissolution and Liquidation

Article 189 The Company shall be dissolved upon the occurrence of the following events:

- (i) the term of its operations set out in the Articles of Association has expired, or other events of dissolution specified in the Articles of Association have occurred;
- (ii) a resolution on dissolution is passed at a shareholders' general meeting;
- (iii) dissolution is necessary due to the merger or division of the Company;
- (iv) the Company's business license is revoked or the Company is ordered to close down or be de-registered according to the laws;
- (v) where the Company gets into serious trouble in operation and management and its continuation may cause substantial loss to the interests of shareholders, and no solution can be found through any other channel, shareholders representing more than 10% of the voting rights of the Company may request the People's Court to dissolve the Company.

Upon the occurrence of events of dissolution specified in the preceding paragraph, the Company shall publicize the events of dissolution through the National Enterprise Credit Information Publicity System and the website designated by securities regulation authorities (including the HKEXnews website, www.hkexnews.hk) within 10 days.

Article 190 Upon the occurrence of the situation described in items (i) and (ii) under Article 189 of the Articles of Association, and if the Company has not distributed any property to its shareholders, the Company may continue to exist by amending the Articles of Association or by resolution of the shareholders' general meeting.

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

Article 191 Where the Company is dissolved in accordance with items (i), (ii), (iv) and (v) under Article 189 of the Articles of Association, it shall be liquidated. The directors are the obligors of liquidation of the Company, and shall establish a liquidation committee to carry out liquidation within 15 days from the date of occurrence of events giving rise to dissolution. The liquidation committee shall consist of directors, unless otherwise provided in the Articles of Association or other persons elected at the shareholders' general meeting. If the liquidation obligor fails to perform its liquidation obligations in a timely manner and causes losses to the Company or its creditors, it shall be liable for compensation.

Article 192 The liquidation committee shall exercise the following powers during the liquidation period:

- (i) clean up the Company's properties and prepare a balance sheet and property list respectively;
- (ii) notify and announce creditors;
- (iii) handle the Company's uncompleted businesses related to liquidation;
- (iv) pay the taxes owed and the taxes incurred during the liquidation process;
- (v) clear claims and debts;
- (vi) distribute the Company's remaining property after paying off its debts;
- (vii) participate in civil litigation activities on behalf of the Company.

Article 193 The liquidation committee shall, within 10 days of its formation, notify the creditors, and shall, within 60 days, make a public announcement on the designated media or the National Enterprise Credit Information Publicity System. Creditors shall, within 30 days of the receipt of the notice or within 45 days of the release of the public announcement in the case of failure to receive said notice, file their creditors' rights with the liquidation committee.

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

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

Article 194 After the liquidation committee has liquidated the assets of the Company and has prepared the balance sheets and inventory of assets, it shall formulate a plan of liquidation and report it to the shareholders' general meeting or the People's Court for confirmation.

The remaining assets after paying off the liquidation expenses, wages of employees, social insurance premiums and statutory compensation, the outstanding taxes and the debts of the Company may be distributed in proportion to the shareholding of the shareholders.

During the period of liquidation, the Company continues to exist but shall not carry out any business operation that is not related to liquidation. Before the settlement of repayments as provided in the preceding article has been made, the Company's properties shall not be distributed to shareholders.

Article 195 Should the liquidation committee find that the properties of the Company are insufficient for clearing off the debts after liquidating the properties of the Company and preparing the balance sheets and inventory of assets, it shall apply to the People's Court for bankruptcy liquidation.

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

Article 196 Following the completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, submit the same to the shareholders' general meeting or the People's Court for confirmation, and submit the same to the company registration authority to apply for deregistration of the Company.

Article 197 Members of the liquidation committee shall carry out liquidation responsibilities with their fiduciary obligations and duty of diligence.

Where a member of the liquidation committee causes losses to the Company due to negligence in performing liquidation duties, he/she shall be liable for damages suffered by the Company. Where members cause losses to the Company or the creditors by reason of willful or gross misconduct, he/she shall be liable for compensation.

Article 198 Where the Company is declared bankrupt according to law, bankruptcy liquidation shall be conducted in accordance with the law on enterprise bankruptcy.

CHAPTER X AMENDMENT TO THE ARTICLES OF ASSOCIATION

Article 199 Under any one of the following circumstances, the Company will amend its Articles of Association:

- (i) after an amendment has been made to the Company Law or relevant laws, administrative regulations or securities regulatory rules of the place where the Company's shares are listed, the contents of the Articles of Association shall conflict with the amended laws, administrative regulations or securities regulatory rules of the place where the Company's shares are listed;
- (ii) the changes that the Company has undergone are inconsistent with the records made in the Articles of Association;
- (iii) the shareholders' general meeting decides that the Articles of Association should be amended.

Article 200 Should the amendment to the Articles of Association passed by resolutions at the shareholders' general meeting be subject to the approval by the competent authorities, it shall be reported to the competent authorities for approval; and if any company registration information is involved, the alteration to such registration information shall be handled according to the laws.

Any amendment to the Articles of Association that involves information to be disclosed as required by the laws, regulations and securities regulatory rules of the place where the Company's shares are listed shall be publicly announced in accordance with such requirements.

Article 201 The Board shall amend the Articles of Association according to the resolutions of the shareholders' general meeting and the approval opinions from relevant competent authorities.

CHAPTER XI SUPPLEMENTARY PROVISIONS

Article 202 Definitions

- (i) a controlling shareholder refers to a shareholder who holds more than 50% of the total share capital of the joint stock limited company, or a shareholder who, despite its shareholding being less than 50% of the total share capital of the Company, has sufficient voting rights carried on its shareholding to exert significant impact on the resolution of the shareholders' general meeting, or a shareholder as defined by the securities regulatory rules of the place where the Company's shares are listed.
- (ii) a de facto controller refers to a natural person, legal person or other organization that is able to actually govern the behavior of the Company through investment relations, agreements or other arrangements.

- (iii) a related relationship refers to the relationship between the Company's controlling shareholders, de facto controllers, directors, or senior management and the enterprise(s) directly or indirectly controlled by them, as well as any other relationship that may lead to the transfer of the Company's interests. However, enterprises under state control shall not be deemed to have a related relationship solely because they are controlled by the same state entity.
- (iv) in the Articles of Association, "accounting firm" has the same meaning as "auditor" in the Hong Kong Listing Rules; "independent director" has the same meaning as "independent non-executive director" in the Hong Kong Listing Rules.

Article 203 The Articles of Association are written in Chinese. In case of any inconsistency between the Articles of Association and those in any other languages or of different versions, the latest version of the Articles of Association registered with the administration for industry and commerce shall prevail.

Article 204 For the purpose of the Articles of Association, the terms "not less than" and "within" are all inclusive terms, while "over", "less than", "beyond", "below" and "more than" are exclusive terms.

Article 205 The power of interpretation of the Articles of Association shall be vested in the Board of the Company.

Article 206 The Rules of Procedure for the Shareholders' General Meeting and the Rules of Procedure for the Board are enclosed with the Articles of Association as appendices. In case of any inconsistency between the Rules of Procedure for the Shareholders' General Meeting and the Rules of Procedure for the Board and the Articles of Association, the Articles of Association shall prevail.

Article 207 Matters not covered in the Articles of Association shall be executed according to the relevant provisions under national laws and regulations. Should the provisions of the Articles of Association be inconsistent with the provisions of future laws, administrative regulations, normative documents and the securities regulatory rules of the place where the Company's shares are listed as promulgated from time to time, the latter shall prevail.

Article 208 The Articles of Association, upon consideration and approval at the shareholders' general meeting, shall become effective and come into effect on the date on which H Shares issued by the Company was listed on The Stock Exchange of Hong Kong Limited. The amendment to the Articles of Association shall be subject to consideration and approval of the shareholders' general meeting.

Huaqin Co., Ltd.

February 2026

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Huaqin Co., Ltd. (Sealed)

Signature: _____

Legal representative: Qiu Wensheng