

ROBOTPHOENIX INTELLIGENT TECHNOLOGY CO., LTD.

Articles of Association (Draft)

**Yuhuan
June 2025**

Chapter 1 General Provisions

Article 1 In order to safeguard the legitimate rights and interests of ROBOTPHOENIX INTELLIGENT TECHNOLOGY CO., LTD. (the “**Company**”), its shareholders, employees and creditors, regulate the organization and acts of the Company, improve the modern enterprise system with Chinese characteristics, and promote the spirit of entrepreneurship, the Articles of Association of the Company have been formulated in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Securities Law of the People’s Republic of China (the “**Securities Law**”), the Trial Measures for the Administration of Overseas Issuance and Listing of Securities by Domestic Enterprises (the “**Trial Measures**”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“**Hong Kong Listing Rules**”) and other relevant laws, administrative regulations and normative documents and with reference to the Guidelines for Articles of Association of Listed Companies.

Article 2 The Company is a joint stock limited company established in accordance with the Company Law and other applicable laws and regulations. The Company was established through the overall transformation of Jinan Robot Phoenix Technology Co., Ltd (濟南翼菲自動化科技有限公司). It was registered with and obtained a business license from the Market Supervision Bureau under Jinan Administrative Committee of High-Tech Industry Development Zone, with a unified social credit code of 913701005970162908.

Article 3 The Company was listed on the Main Board of the Stock Exchange of Hong Kong Limited (“**HKEX**”) on [•] and issued no more than [•] overseas listed foreign shares (“**H shares**”) on HKEX through initial public offering after filing with the China Securities Regulatory Commission (“**CSRC**”) on March 10, 2026.

Article 4 Registered name of the Company: 浙江翼菲智能科技股份有限公司

English name of the Company: Robotphoenix Intelligent Technology Co., Ltd.

Article 5 Domicile of the Company: Building E, Digital Economy Industrial Park (Nanwan Zhigu), No. 1261 Jinhai Avenue, Yuhuan Economic Development Zone, Yuhuan, Taizhou City, Zhejiang Province

Article 6 The registered capital of the Company is RMB[•], and the total investment amount is RMB[•].

Article 7 The business term of the Company shall be long-term.

Article 8 The legal representative of the Company shall be the director who represents the Company in handling its affairs. The chairman of the Board of directors represents the Company in handling its affairs and serves as the legal representative of the Company. If the chairman resigns, it is regarded as simultaneously resigning as the legal representative. If the legal representative resigns, the Company shall appoint a new legal representative within 30 days from the date of the legal representative’s resignation.

If the legal representative causes harm to others while performing his/her official duties, the Company shall bear the civil liability.

Where the legal representative causes damage to others while performing his/her duties and the Company has already assumed civil liability, the Company may seek compensation from the legal representative in accordance with laws and regulations or if the legal representative has exceeded the scope of his/her authority as stipulated in the Articles of Association and has committed an error.

Article 9 The entire assets of the Company are divided into equal shares, and the shareholders are liable to the Company to the extent of their subscribed shares, while the Company is liable for its debts to the extent of its entire assets.

Article 10 The Articles of Association shall be a legally binding document that regulates the Company's organization and acts and governs the claims and obligations between the Company and its shareholders and amongst the shareholders themselves, binding upon the Company, its actual controllers, shareholders, directors and senior management as of the date upon which it comes into effect. Pursuant to the Articles of Association, shareholders may institute legal proceedings against other shareholders, shareholders may institute legal proceedings against directors, General Manager, and other senior management of the Company, shareholders may institute legal proceedings against the Company, and the Company may institute legal proceedings against shareholders, directors, General Manager, and other senior management.

Legal proceedings referred to in the preceding paragraph include any legal action brought before a court and any arbitration application submitted to an arbitration institution.

Article 11 Other senior management stated in the Articles of Association refers to the deputy General Manager, financial officer and 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 provisions of the Constitution of the Communist Party of China. The Company shall provide necessary conditions for the activities of the Party Organization.

Chapter 2 Objectives and Scope of Business of the Company

Article 13 The objectives of the Company: By creating outstanding products with cutting-edge technology, and shaping quality services with professionalism and efficiency, the Company, shouldering the mission of promoting the intelligentization process of the national industry, is committed to becoming an international leading brand of robots, creating substantial profits for shareholders, solving problems and addressing pain points for customers, providing development platforms for employees, and fulfilling more responsibilities for the society.

Article 14 Based on the registration in accordance with the law, the business scope of the Company includes: development, production, sales and technical services of industrial robots and automation equipment, general mechanical equipment, computer software and hardware; sales of electronic products, technical development and technical services; import and export of goods (Items subject to approval according to the law may not be operated before getting the approval of relevant authorities).

Chapter 3 Shares

Section 1 Issuance of Shares

Article 15 Shares of the Company take the form of share certificates, which are registered shares and issued by the Company to certify the shares held by shareholders. Matters that should be set out in the share certificates shall include, in addition to those stipulated in the Companies Law, other matters required to be set out under the regulatory rules of the place where the Company's shares are listed, such as Hong Kong Listing Rules.

Article 16 The shares of the Company shall be issued on the principle of fairness and equity, and shares of the same class shall have equal rights.

The rights of shareholders of the same class may be amended only with the consent of at least two-thirds of the votes of the shareholders of the class present at the meeting of the shareholders of the class holding valid voting rights.

Shares of the same class issued at the same time shall be issued under the same condition and at the same price. The same price shall be paid for each of the shares subscribed for by the subscribers.

Article 17 Shares issued by the Company shall have a par value denominated in Renminbi, which shall be RMB0.25 per share.

Article 18 All the shares issued by the Company are ordinary shares.

The shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic shares. The shares issued by the Company to overseas investors for subscription in foreign currency shall be referred to as foreign shares.

For the purposes of the preceding paragraph, the term overseas investors shall refer to such investors from foreign countries or from Hong Kong Special Administrative Region of the PRC, Macau Special Administrative Region of the PRC and Taiwan Province of the PRC who subscribe for the shares issued by the Company, and the term domestic investors shall refer to such investors within the territory of the People's Republic of China, excluding the above-mentioned regions, who subscribe for the shares issued by the Company.

Foreign shares listed outside the PRC shall be referred to as overseas listed foreign shares. The overseas listed foreign shares issued by the Company and listed at the HKEX are referred to as H shares, which shall be the shares approved to be listed at the HKEX, denominated in Renminbi, and subscribed for and traded in Hong Kong dollars. The shares that the Company has issued but are not listed on any domestic or overseas stock exchanges (including the unlisted domestic shares held by domestic shareholders before the overseas listing, the unlisted domestic shares newly issued by the Company in China after the overseas listing, and the unlisted shares held by foreign shareholders) shall be referred to as domestic unlisted shares .

After the Company issues its shares overseas and goes public, under the premise of complying with laws, regulations and requirements of securities regulatory authorities, all or part of the domestic unlisted shares can be converted into overseas listed foreign shares. The listing and trading of converted shares on overseas stock exchanges shall be subject to the relevant regulations of the CSRC as well as

the regulatory procedures, regulations and requirements of the overseas stock markets, and the Company shall file with the CSRC. The conversion of unlisted shares into overseas listed foreign shares does not require a vote at the Board Meeting or General Meeting.

Domestic unlisted shares and overseas listed foreign shares issued by the Company are entitled to the same rights in any distribution in the form of dividends (including cash and in-kind distribution) or any other form.

Article 19 The domestic unlisted shares issued by the Company are centrally deposited with China Securities Depository and Clearing Corporation Limited. Overseas listed foreign shares issued by the Company are mainly held in custody at the securities depository and clearing company in Hong Kong, or may be held by shareholders in their individual names.

Article 20 The promoters of the Company, the number of shares subscribed by each of the promoters and the respective shareholding ratios are as follows:

No.	Name of shareholder	Number of shares subscribed for (10,000 shares)	Shareholding ratio	Form of contribution	Contribution time
1	Zhang Sai	305.6362	12.3059%	Net assets	April 23, 2023
2	Shaoxing Ziqiu Enterprise Management Partnership (Limited Partnership)	243.1245	9.7889%	Net assets	April 23, 2023
3	Shaoxing Zhiqiu Enterprise Management Partnership (Limited Partnership)	82.6570	3.3280%	Net assets	April 23, 2023
4	Shaoxing Yunfan Enterprise Management Partnership (Limited Partnership)	74.5100	3.0000%	Net assets	April 23, 2023
5	Broadband Chengbai Yangtze River (Hubei) Investment Fund Partnership (Limited Partnership)	237.7096	9.5709%	Net assets	April 23, 2023
6	Shanghai FreeS Venture Capital Center (Limited Partnership)	236.6165	9.5269%	Net assets	April 23, 2023
7	Qingkong Yinxing Nantong Venture Investment Fund Partnership (Limited Partnership)	184.3521	7.4226%	Net assets	April 23, 2023
8	Ivory One Investment Ltd	158.4980	6.3816%	Net assets	April 23, 2023

No.	Name of shareholder	Number of shares subscribed for (10,000 shares)	Shareholding ratio	Form of contribution	Contribution time
9	Shanghai Dongshu Venture Investment Center (Limited Partnership)	114.2900	4.6017%	Net assets	April 23, 2023
10	Jiaxing Runze Equity Investment Partnership Enterprise (Limited Partnership)	112.8244	4.5427%	Net assets	April 23, 2023
11	Rizhao Ivy Innovative Venture Capital Partnership (Limited Partnership)	100.0000	4.0263%	Net assets	April 23, 2023
12	Shenzhen Jasic Robotics Automation Equipment Co., Ltd.	69.9504	2.8164%	Net assets	April 23, 2023
13	Jiaxing Feitu Xinyuan Venture Capital Partnership (Limited Partnership)	63.5114	2.5572%	Net assets	April 23, 2023
14	Xizang Chuzhe Zhixin Equity Investment Partnership (Limited Partnership)	58.5715	2.3583%	Net assets	April 23, 2023
15	Suzhou ChinaEquity Chenxin Investment Center (Limited Partnership)	53.8978	2.1701%	Net assets	April 23, 2023
16	Si Shaohua	42.3408	1.7048%	Net assets	April 23, 2023
17	Quanzhou Shenglian Equity Investment Fund Partnership (Limited Partnership)	42.3078	1.7034%	Net assets	April 23, 2023
18	Rizhao Ivy Venture Capital Partnership (Limited Partnership)	40.3010	1.6226%	Net assets	April 23, 2023
19	Shanghai Qingwang Venture Investment Partnership (Limited Partnership)	37.7285	1.5191%	Net assets	April 23, 2023

No.	Name of shareholder	Number of shares subscribed for (10,000 shares)	Shareholding ratio	Form of contribution	Contribution time
20	Hainan Ferry Growth No.3 Venture Investment Fund Partnership (Limited Partnership)	31.7556	1.2786%	Net assets	April 23, 2023
21	Smart Beauty Investment Limited	29.7823	1.1991%	Net assets	April 23, 2023
22	Ivy (Changzhou) Equity Investment Fund Partnership (Limited Partnership)	21.5591	0.8680%	Net assets	April 23, 2023
23	Yao Lisheng	21.1703	0.8524%	Net assets	April 23, 2023
24	Wang Yanfeng	21.1703	0.8524%	Net assets	April 23, 2023
25	Li Daqing	21.1703	0.8524%	Net assets	April 23, 2023
26	Baotou Qidi Star Investment Center (Limited Partnership)	20.4813	0.8246%	Net assets	April 23, 2023
27	Jinan Yike No.1 Investment Center (Limited Partnership)	17.6961	0.7125%	Net assets	April 23, 2023
28	Ningbo Yiyi Equity Investment Fund Management Co., Ltd.	16.1693	0.6510%	Net assets	April 23, 2023
29	Wu Xingtao	9.3137	0.3750%	Net assets	April 23, 2023
30	Shenzhen Qianhai Landian Electronic Information Industrial Equity Investment Partnership (Limited Partnership)	9.1171	0.3671%	Net assets	April 23, 2023
31	Beijing Junli Lianhe Venture Capital Partnership (Limited Partnership)	3.9004	0.1570%	Net assets	April 23, 2023
32	Li Chunfan	1.5523	0.0625%	Net assets	April 23, 2023
Total		2,483.6656	100.0000%	—	—

Article 21 The total number of shares of the Company is [•] ordinary shares, all of which are H shares.

Article 22 The Company or its subsidiaries (including affiliates of the Company) shall not provide any form of assistance, such as gifts, advances, guarantees, compensations or loans, to anyone who purchases or intends to purchase the Company's shares. However, this rule does not apply to the implementation of the Company's employee stock ownership plan.

The Company may, for its own benefit, provide financial assistance to others for the acquisition of shares of the Company or its parent company, either upon a resolution of the General Meeting, or a resolution of the Board of directors in accordance with the Articles of Association or the authorization of the General Meeting, provided that the cumulative total amount of financial assistance shall not exceed 10% of the total issued share capital. Resolutions of the Board of Directors shall be passed by more than two-thirds of all directors.

If losses are caused to the Company due to any violation of the provisions of the preceding two paragraphs, the responsible directors and senior management shall bear the liability for compensation.

Section 2 Increase, Reduction and Repurchase of Shares

Article 23 In accordance with laws and regulations, the Company may, based on its operating and development needs and the separate resolution of the General Meeting, increase its capital through the following methods:

- (I) issuing Shares to non-specific investors;
- (II) issuing Shares to specific investors;
- (III) distributing bonus shares to its existing Shareholders;
- (IV) converting capital reserve into share capital;
- (V) other means as prescribed by laws and administrative regulations, regulatory rules of the place where the Company's shares are listed, such as Hong Kong Listing Rules, and approved by securities regulatory authorities, such as the CSRC.

The General Meeting may authorize the Board of Directors to decide, within a period of three years, on the issuance of shares not exceeding 50% of the total number of the issued shares. If the issuance of shares decided by the Board of Directors in accordance with the aforesaid provisions results in a change in the Company's registered capital or the number of issued shares, the amendment of such matters recorded in the Articles of Association does not require a vote at the General Meeting.

In the event that the Company issues new shares to increase capital, after approval in accordance with the provisions of the Articles of Association, it shall be handled in accordance with the procedures stipulated by relevant national laws, administrative regulations, departmental rules, normative documents, and the regulatory rules of the place where the Company's shares are listed, such as Hong Kong Listing Rules.

Article 24 The Company may reduce its registered capital. When the Company reduces its registered capital, it shall follow the procedures stipulated in the Company Law and other relevant regulations, as well as those specified in the Articles of Association. It shall also complete the registration (filing) procedures with the market supervision and administration department and make public announcements in the National Enterprise Credit Information Publicity System.

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

- (I) to reduce the registered capital of the Company;
- (II) to merge with other companies that hold the shares of the Company;
- (III) to use the shares for Employee Stock Ownership Plan or as equity incentive;
- (IV) the shareholders disagreeing with the merger or division resolution made by the General Meeting ask the Company to acquire their shares;
- (V) to use the shares in the conversion of the convertible corporate bonds issued by the Company;
- (VI) necessary for the Company to protect its value and the shareholders' equity;
- (VII) other circumstances prescribed by laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed.

Article 26 Where the Company repurchases its shares, a public and centralized trading method or other methods recognized by laws, regulations and the CSRC and securities regulatory authorities at the place where the Company's shares are listed shall be adopted.

If the Company intends to repurchase its shares in the situations prescribed in Items (III), (V) and (VI) of Article 25 of the Articles of Association, the repurchase shall be conducted through public and centralized trading methods.

Article 27 Where the Company intends to repurchase its shares under the circumstances set out in Item (I) or (II) of **Article 25** of the Articles of Association, it shall be resolved at the General Meeting. Where the Company intends to repurchase its shares under the circumstances set out in item (III), (V) or (VI) of **Article 25**, it shall be resolved at a Board Meeting attended by more than two-thirds of the directors, subject to the regulatory rules of the place where the Company's shares are listed, such as Hong Kong Listing Rules.

Subject to the regulatory rules of the place where the Company's shares are listed, such as Hong Kong Listing Rules, the shares repurchased by the Company in accordance with Article 25 of the Articles of Association shall be processed in the following ways: for the circumstance in item (I), such shares shall be canceled within 10 days after the date of repurchase; for the circumstance in item (II) or (IV), such shares shall be transferred or canceled within 6 months; for the circumstance in item (III), (V) or (VI), 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 3 years.

Article 28 Where relevant laws, administrative regulations, departmental rules, other normative documents and the regulatory rules of the place where the Company's shares are listed (including the Securities Law and the Hong Kong Listing Rules) provide otherwise in respect of matters relating to the Company's repurchase of its own shares, such provisions shall apply.

Section 3 Transfer of Shares

Article 29 The shares of the Company shall be transferable in accordance with the law. The transfer of shares shall be registered with the relevant local stock registration institutions authorized by the Company.

All H shares shall be transferred by way of written instrument of transfer in an ordinary or general format, or any other format acceptable to the Board (including the standard transfer format or form of transfer as prescribed from time to time by the HKEX). A written instrument of transfer may be signed by hand or (where the transferor or transferee is the Company) stamped with the Company's valid seal. If the transferor or transferee is a recognized clearing house (as defined in the relevant ordinances in force from time to time under the laws of Hong Kong) or its agent, the written instrument of transfer may be signed by hand or in a machine-printed form. All the instruments of transfer shall be kept at the legal address of the Company or such address as the Board may specify from time to time.

Article 30 The Company shall not accept its own shares as subject matter of a pledge.

Article 31 Shares that have been issued before the public offering of shares shall not be transferred for a period of one year commencing from the date on which the Company's shares are listed and traded on the stock exchange. Where laws, administrative regulations or the securities regulatory authority under the State Council otherwise provide for the transfer of shares of the Company held by its shareholders or actual controllers, such provisions shall prevail.

Directors and senior management of the Company shall declare to the Company the number of the Company's shares held by them and the changes therein, and shall not transfer more than 25% of the total number of the Company's shares held by them in each year of their term of office as determined at the time of their assumption of office; the Company's shares held by them shall not be transferred within 1 year as of the listing date of the shares of the Company; and the above-mentioned persons are not allowed to transfer their shares in the Company within 6 months after their departure.

Where laws, administrative regulations, the CSRC requirements, the Hong Kong Listing Rules or other regulatory rules of the place where the Company's shares are listed provide otherwise for the transfer of the Company's shares, such provisions shall apply accordingly.

Article 32 For directors, senior management, and shareholders holding more than 5% of the Company's shares, if they have sold the shares of the Company or other securities with equity nature held by them within 6 months after purchasing the same, or if they have purchased such shares or securities again within 6 months after selling them, the gains obtained therefrom shall be attributed to the Company and be forfeited by the Board of Directors of the Company, except where a securities company holds more than 5% of the shares after purchasing the remaining shares upon public offering due to underwriting, in which case the sale of the shares shall not be subject to a 6-month time limit, and other circumstances stipulated by the CSRC.

The shares or other securities with equity nature held by Directors, senior management and natural person shareholders as mentioned in the preceding paragraph shall include the shares or other securities with equity nature held by their spouses, parents, children, and those held in the accounts of others.

If the Board of Directors of the Company does not comply with the provisions of the first paragraph of this Article, the shareholders shall have the right to request the Board to recover such gains within 30 days. If the Board fails to follow the above-mentioned deadline, shareholders shall have the right to file a lawsuit directly to the people's court in their own name in the interest of the Company.

If the Board of Directors of the Company does not comply with the provisions of the first paragraph of this Article, the responsible directors shall be jointly and severally liable in accordance with law.

Chapter 4 Shareholders and General Meeting

Section 1 Shareholders

Article 33 The Company shall make a register of shareholders based on the certificates provided by the securities registration institution. The register of shareholders shall be the sufficient evidence proving the shareholders' holding of the Company's shares. The shareholders shall enjoy the rights and assume the obligations according to the class of shares they hold. The shareholders holding the same class of shares shall enjoy the same rights and assume the same obligations.

The register of Shareholders shall be comprised of the following parts:

- (I) register of shareholders other than those specified in items (II) and (III) of this Article kept at the domicile of the Company;
- (II) the register of H-shareholders of the Company kept at the stock exchange where the Company's shares are listed (The register of H-shareholders shall be kept in Hong Kong for inspection by shareholders, but the Company may close the register of shareholders in accordance with the laws and regulatory rules of the place where the Company's shares are listed or equivalent provisions (including the equivalent provisions of Section 632 of the Companies Ordinance));
- (III) register of shareholders maintained in other place(s) as the Board thinks fit for the purpose of listing of the shares of the Company.

The register of shareholders shall contain the following particulars:

- (I) the names or titles and domiciles of the shareholders;
- (II) the class and number of shares subscribed by each shareholder;
- (III) the number of the share certificate, if the share certificate is issued in paper form;
- (IV) the date on which each Shareholder was registered as a Shareholder;

- (V) other matters that need to be recorded as required by laws and regulations and the regulatory rules of the place where the Company's shares are listed, such as Hong Kong Listing Rules.

If the person who has its name registered or requests to have its name registered on the register of shareholders loses its share certificate(s), it may apply to the Company for issuing a replacement share certificate(s) representing the same shares. For shareholders of domestic unlisted shares who lose their share certificates and apply for issuing replacement share certificates, the matter shall be handled in accordance with the relevant provisions of the Company Law. If a shareholder of overseas listed foreign shares loses its share certificates and applies for issuing replacement share certificates, it can be handled in accordance with the laws of the place where the original register of shareholders of the overseas listed foreign shares is kept, the rules of the stock exchange, or other relevant regulations.

Article 34 When the Company convenes General Meetings, distributes dividends, executes liquidation or makes other conducts that need to identify the shareholders, the Board of Directors or the General Meeting shall determine the record date. The shareholders included in the register of shareholders at the close of business on the record date shall be the entitled shareholders.

Article 35 Shareholders of the Company shall enjoy the following rights:

- (I) to receive dividends and other forms of distribution of interests in proportion to their respective shareholdings;
- (II) to request to convene, hold, preside over, attend in person or appoint a proxy to attend the General Meeting according to law, speak at the General Meeting, and exercise their voting rights according to their shareholdings (unless certain shareholders shall waive their voting rights in respect of certain matters in accordance with the regulatory rules of the place where the shares of the Company are listed, such as Hong Kong Listing Rules);
- (III) to supervise, and make recommendations or inquiries on the operation of the Company;
- (IV) to transfer, bestow or pledge the shares they hold according to the laws, administrative regulations, the Hong Kong Listing Rules, other regulatory rules of the place where the shares of the Company are listed and the Articles of Association;
- (V) to inspect and copy the articles of association, register of shareholders, minutes of the General Meeting, minutes of the Board Meeting, financial and accounting reports, and a register of bondholders of the Company and its wholly-owned subsidiaries;
- (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 General Meeting are entitled to ask the Company to acquire their Shares;
- (VIII) other rights prescribed by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed or the Articles of Association.

In addition to the above rights, shareholders who have individually or collectively held more than 3% of the Company's shares for more than one hundred and eighty consecutive days have the right to inspect the accounting books and documents of the Company and its wholly-owned subsidiaries.

Article 36 Any shareholder requesting for inspection of the relevant information as set forth in the preceding paragraph or for obtaining information shall furnish with the Company written document evidencing the class and quantity of shares he/she holds in the Company, and the Company shall comply with such shareholder's request upon verification of his/her shareholder capacity.

Where the eligible shareholders request to review the Company's accounting books and documents, they shall submit a written request to the Company, clearly stating the purpose. Where the Company reasonably believes that shareholders have unjust purposes in accessing the accounting books and reports which may harm the legal rights and interests of the Company, the Company may refuse to provide the access and shall, within 15 days of such request, reply in written form and state the reasons. If the Company refuses to provide access, shareholders can request the court to order the Company to provide such access.

Shareholders may entrust accounting firms, law firms and other intermediaries to inspect accounting books and documents. Shareholders and the accounting firms, law firms and other intermediaries entrusted by them to inspect and copy the relevant materials shall comply with the provisions of laws and administrative regulations relating to the protection of state secrets, commercial secrets, personal privacy and personal information.

Article 37 Shareholders shall be entitled to request the people's court to invalidate the resolution of the General Meeting or the Board of Directors which violates laws and administrative regulations.

The shareholders are entitled to request the people's court to cancel the relevant resolution within 60 days after the resolution is adopted if the convening procedure and voting method of the General Meeting or Board Meeting violate the laws, administrative regulations or the Articles of Association, or the resolution content breaches the Articles of Association. Unless there are only minor defects in the convening procedure or voting method of the General Meeting or Board Meeting, which do not materially affect the resolution.

Shareholders who have not been notified to attend the General Meeting may request the People's Court to revoke the resolution of the General Meeting within 60 days from the date when they know or should have known that the resolution of the General Meeting was made. If the right of revocation is not exercised within one year from the date of the resolution, the right of revocation is extinguished.

If any of the following circumstances exists, the resolutions of the General Meeting or board of directors shall be void ab initio:

- (I) No General Meeting or Board Meeting was held to make the resolution;
- (II) No votes were taken on the resolutions at the General Meeting or Board Meeting;
- (III) The number of attendees at the meeting or the number of votes cast failed to meet the requirements stipulated in the law or the Articles of Association.

(IV) The number of persons consenting to the resolution or the number of votes they hold failed to reach the number of persons or the number of votes held as required in the law or the Articles of Association.

If the resolutions of the General Meeting and the Board of directors are declared invalid, revoked or determined to be untenable by the people's court, the civil legal relationship formed by the Company with a bona fide counterparty based on such resolutions shall not be affected.

Article 38 In the event of a violation of laws, administrative regulations or the provisions under the Articles of Association by a director or senior management other than the member of the Audit Committee in performing his/her duties resulting in loss suffered by the Company, the shareholders that individually or collectively hold 1% or more shares of the Company for a continuous period of 180 days have the right to make a written request to the Audit Committee to file a litigation with a people's court. In the event of a violation of laws, administrative regulations or the provisions under the Articles of Association by a member of the Audit Committee in performing his/her duties that has led to loss and damage suffered by the Company, the aforesaid shareholders have the right to make a written request to the Board to file a litigation with a people's court.

Upon receipt of the written request made by the shareholders as stipulated in the preceding paragraph, in case the Audit Committee or the Board of Directors refuses to file a litigation or fails to file a litigation within 30 days from receipt of such request, or under urgent circumstances that failure in filing a litigation immediately will have the Company suffer from irreparable damages, the aforesaid shareholders shall have the right to file a litigation with a people's court directly in their own name for protection of the Company's interests.

In the event that any person infringes the legal interests of the Company and causes losses thereto, the shareholders specified in paragraph 1 of this Article may file a lawsuit to a people's court in accordance with the provisions of the preceding two paragraphs.

If the directors, supervisors, or senior management of a wholly-owned subsidiary of the Company violate laws, administrative regulations, or the Articles of Association in performing their duties and cause losses to the Company, or if others infringe upon the legitimate rights and interests of the wholly-owned subsidiary of the Company and cause losses, shareholders who have held, individually or jointly, more than 1% of the Company's shares for more than 180 consecutive days may, in accordance with the provisions of the first three paragraphs of this Article, submit a written request to the supervisory committee or the Board of directors of the wholly-owned subsidiary to file a lawsuit with the people's court or to file a lawsuit directly with the people's court in their own name.

Article 39 In the event of violation of laws, administrative regulations or the provisions under the Articles of Association by a Director or senior management in performing his/her duties resulting in damage to the interests of shareholders, the shareholders may file a lawsuit to a people's court. Where the controlling shareholder or actual controller of the Company instructs a director or senior management to engage in acts that are detrimental to the interests of the Company or shareholders, he/she shall be jointly and severally liable with the director or senior management.

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

- (I) to comply with laws, administrative regulations, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed and the Articles of Association;
- (II) to make capital contribution according to the shares they subscribe for and the capital participation method;
- (III) not to withdraw from the Company except for the circumstances set out in relevant laws and administrative regulations;
- (IV) not to abuse Shareholder's rights to damage the interests of the Company or other Shareholders; not to abuse the independent legal person status of the Company and the limited liability of Shareholders to damage the interests of the creditors of the Company;
- (V) other obligations required by the laws, administrative regulations, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed and the Articles of Association.

If any shareholder of the Company abuses the shareholder's rights and causes loss to the Company or other shareholders, he/she shall be liable for the compensation. If any shareholder of the Company abuses the independent legal person status of the Company and the limited liability of shareholders to evade debts and severely damages the interests of the creditors of the Company, he/she shall bear joint liability for the debts of the Company.

Article 41 If a shareholder holding more than 5% of the Company's voting shares pledges, entrusts, or sets up a trust for such shares, or if the Company's shares he/she holds are frozen or subject to judicial auction, the shareholder shall submit a written report to the Company on the day such fact occurs.

Article 42 The controlling shareholders, actual controllers, directors or senior management of the Company shall not take advantage of their affiliations with others in an attempt to harm the Company's interests. If the controlling shareholders and the actual controllers violate relevant laws, administrative regulations and the provisions of the Articles of Association, thereby causing losses to the Company and other shareholders, they shall bear the liability for compensation.

The controlling shareholders and actual controllers of the Company shall bear the fiduciary duty to the Company and other Shareholders. The controlling shareholder shall exercise the rights of the investor in strict accordance with law. The controlling shareholder shall not damage the legitimate rights and interests of the Company and other shareholders by means of profit distribution, asset restructuring, outbound investment, capital occupation, and loan guarantee, and shall not damage the interests of the Company and other shareholders by taking advantage of their controlling position.

Section 2 General Provisions of General Meetings

Article 43 The General Meeting is the organ of power of the Company and exercises the following functions and powers according to laws:

- (I) to elect and replace Directors who are not employee representatives, and to decide on matters relating to the remuneration of Directors;
- (II) to consider and approve reports of the Board;
- (III) to consider and approve the profit distribution plans and loss recovery plans of the Company;
- (IV) to make resolutions concerning the increase or reduction of the Company's registered capital;
- (V) to make resolutions on the issuance of corporate bonds;
- (VI) to resolve on matters such as the merger, division, dissolution, liquidation or transformation of the Company;
- (VII) to amend the Articles of Association;
- (VIII) to make resolutions on the appointment and dismissal of the accounting firm;
- (IX) to consider and approve the guarantee matters set out in **Article 44** of the Articles of Association;
- (X) to consider and approve transactions and connected (related) transactions that should be decided by the General Meeting in accordance with the requirements of Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed;
- (XI) to consider and approve the repurchase of the Company's shares in accordance with the provisions of item (I) and item (II) of **Article 25** of the Articles of Association;
- (XII) to examine matters relating to the Company's purchase and/or sale of major assets within one year that exceed 30% of the audited total assets of the Company for the latest period;
- (XIII) to examine the equity incentive scheme and the Employee Stock Ownership Plan;
- (XIV) the Annual General Meeting of the Company may authorize the Board of Directors to decide to issue shares to specific investors with total financing not exceeding RMB300 million and not exceeding 20% of the net assets as at the end of the most recent year, with such authorization to expire on the date of the next Annual General Meeting;
- (XV) to examine other matters that shall be decided by the General Meeting as stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed or the Articles of Association.

The General Meeting can authorize the Board of directors to make resolutions on the issuance of corporate bonds.

With the exception of item (V) of the first paragraph, under which the Board of Directors can be authorized to exercise its review powers, the above-mentioned functions and powers of the General Meeting shall not be exercised by the Board of Directors or other institutions or individuals through authorization. However, subject to the provisions of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed, the Board of Directors or the Directors may be authorized to handle or implement the matters of the relevant resolutions when the relevant resolutions are voted on and passed at the General Meeting.

Article 44 The following external guarantees of the Company shall be submitted to the General Meeting for consideration after being considered and approved by the Board of Directors:

- (I) any single guarantee whose amount exceeds 10% of the audited net assets of the Company for the latest period;
- (II) any guarantee provided after the total amount of the external guarantees provided by the Company and its majority-owned subsidiaries exceeds 50% of the audited net assets of the Company for the latest period;
- (III) the guarantee provided to the guaranteed object with a debt-to-asset ratio of more than 70%;
- (IV) the guarantee whose amount exceeds 30% of the Company's total audited assets in the latest period according to the principle of cumulative calculation of guarantee amount for 12 consecutive months;
- (V) any guarantee provided after the total amount of the external guarantees provided by the Company exceeds 30% of the audited total assets for the latest period;
- (VI) any guarantee provided to shareholders, actual controllers and their connected (related) parties;
- (VII) other guarantees that should be considered by the General Meeting, as prescribed by laws, administrative regulations, normative documents, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed and the Articles of Association.

A guarantee within the scope of the Board of Directors' authority shall be approved by more than half of all the Directors and approved by more than two-thirds of the Directors present at the Board Meeting; the guarantee in item (IV) of the preceding paragraph shall be approved by more than two-thirds of the voting rights held by the shareholders present at the General Meeting.

Where the Company provides guarantee for a wholly-owned subsidiary, or provides guarantee for a majority-owned subsidiary and other shareholders of the majority-owned subsidiary also provide guarantee in equal proportion to their rights and interests, without harming the interests of the Company, the provisions set out in items (I) to (III) of this Article may be exempted.

Where the Company provides guarantees for the controlling shareholder, actual controller and their connected (related) parties, the controlling shareholder, actual controller and their connected (related) parties shall provide counter guarantees.

When the proposal for providing guarantees to a Shareholder, actual controller and their connected (related) party is considered by the General Meeting, the relevant Shareholder, nor shall they act as proxy for othershareholders to vote on such matter, and this proposal shall be adopted by the majority votes of other Shareholders present at the meeting.

The “external guarantee” mentioned in the Articles of Association refers to the guarantee provided by the Company for other parties, including the guarantee provided by the Company to its majority-owned subsidiaries. The “total amount of the external guarantees provided by the Company and its majority-owned subsidiaries” refers to the sum of the total amount of the external guarantees provided by the Company (including the guarantees provided to its majority-owned subsidiaries) and the total amount of the external guarantees provided by the majority-owned subsidiaries of the Company.

Article 45 The Company shall fulfill the appropriate approval and decision-making procedures and make disclosure in accordance with Hong Kong Listing Rules for the transactions required to be disclosed under the rules of the stock exchange where the shares of the Company are listed.

Article 46 When the Company engages in connected (related) transactions, it shall ensure the legality, necessity, rationality and fairness of such transactions, maintain the independence of the Company, and shall not use connected (related) transactions to manipulate financial indicators or harm the interests of the Company.

If the Company has any connected (related) transactions required to be disclosed under the rules of the stock exchange where it is listed, it must follow the relevant approval and decision-making procedures stipulated in the Hong Kong Listing Rules and make the disclosure.

Article 47 General meetings are categorized into Annual General Meetings and Extraordinary General Meetings. The Annual General Meeting shall be held once a year and within 6 months after the prior fiscal year ends.

Article 48 The Company shall convene an Extraordinary General Meeting within two months under any of the following circumstances:

- (I) when the number of directors is less than the number specified in the Company Law or two-thirds of the number required by the Articles of Association;
- (II) when the uncovered loss of the Company reaches one-third of the total share capital of the Company;
- (III) upon written request(s) by shareholder(s) individually or collectively holding more than 10% of the Company’s shares;
- (IV) when the Board considers it necessary;
- (V) when the Audit Committee proposes to hold such a meeting;

(VI) other circumstances as set out in the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The number of shares in Item (III) above shall be calculated in accordance with the shares held on the day on which the written request is made by the shareholders.

Article 49 The General Meeting shall be convened at the domicile of the Company or any other site indicated in the notice of the General Meeting.

A meeting venue shall be established for the General Meeting, and meetings shall take the form of on-site meeting. Subject to ensuring the legality and validity of the General Meeting, the Company may, in accordance with the provisions of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed, provide shareholders with the convenience of participating in the General Meeting through the Internet or other means. A shareholder who participates in a General Meeting in the aforesaid manners shall be deemed to have been present at the meeting.

The time and venue of the on-site meeting shall be convenient for shareholders' participation. After the notice of the General Meeting is issued, the venue of the meeting shall not be changed without proper reasons. If changes are necessary, the convener shall make an announcement to provide the reasons therefor at least two working days before the date of the on-site meeting.

Section 3 Convening of the General Meeting

Article 50 The Board shall duly convene the General Meeting within the time limit specified.

The Independent non-executive Directors are authorized to propose to the Board of Directors to convene an Extraordinary General Meeting with the approval of a majority of all Independent non-executive Directors. In response to a proposal from an independent non-executive director requesting the convening of an Extraordinary General Meeting, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed and the Articles of Association, provide written feedback on whether it agrees or disagrees with the convening of the Extraordinary General Meeting within ten days of receipt of the proposal. If agreeing to convene an Extraordinary General Meeting, the Board shall, within five days after the Board resolution is made, issue a notice calling for the meeting. If the Board does not agree to convene such meeting, the reasons shall be stated and announced.

Article 51 The Audit Committee shall have the right to make a proposal, which shall be in written form, to the Board to convene an Extraordinary General Meeting. The Board shall, in accordance with the law, administrative regulations, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed and the Articles of Association, provide written feedback on whether it agrees or disagrees with the convening of the Extraordinary General Meeting within ten days of receipt of the proposal.

Where the Board agrees to convene the Extraordinary General Meeting, it shall issue a notice of General Meeting within five days after the Board resolution is made. Any changes made to the original proposal in the notice shall be subject to the approval of the Audit Committee.

If the Board of Directors does not agree to convene an Extraordinary General Meeting or fails to provide feedback within 10 days after receiving the proposal, it is deemed that the Board of Directors is unable to fulfill or does not fulfill its duty to convene the General Meeting, and the Audit Committee may convene and preside over the meeting on its own.

Article 52 The shareholders who individually or jointly hold more than 10% of the shares of the Company shall have the right to make a request, which shall be in written form, to the Board of Directors to convene an Extraordinary General Meeting. The Board shall, in accordance with the law, administrative regulations, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed and the Articles of Association, provide written feedback on whether it agrees or disagrees with the convening of the Extraordinary General Meeting within ten days of receipt of the request.

When the Board of Directors agrees to convene an Extraordinary General Meeting, it shall, within 5 days after the Board resolution is made, issue a notice calling for the meeting. Any changes to the original request in the notice shall be subject to the approval of the relevant shareholders.

If the Board of Directors does not agree to convene an Extraordinary General Meeting or fails to provide feedback within 10 days after receiving the request, shareholders who individually or collectively hold more than 10% of the Company's shares and propose to the Audit Committee to convene an Extraordinary General Meeting shall submit their request in writing to the Audit Committee.

Where the Audit Committee agrees to convene the Extraordinary General Meeting, it shall issue a notice calling for the General Meeting within 5 days upon the receipt of the request. Any changes made to the original request in the notice shall be subject to the approval of the relevant shareholders.

If the Audit Committee fails to give notice of a General Meeting within the prescribed period, it shall be deemed that the Audit Committee fails to convene and preside over the General Meeting, and the shareholders who have individually or collectively held more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over the meeting on their own.

Article 53 If the Audit Committee or shareholders decide to convene a General Meeting on their own, they shall notify the Board of Directors in writing and file for record with the stock exchange where the Company's shares are listed in accordance with Hong Kong Listing Rules and other applicable regulatory rules of the place where the Company's shares are listed (if required).

The Audit Committee or the convening shareholder(s) shall, when issuing the notice of the General Meeting and the announcement of the General Meeting resolution, submit the relevant supporting documents to the relevant stock exchange in accordance with Hong Kong Listing Rules and other applicable regulatory rules of the place where the Company's shares are listed (if required).

The shareholding proportion of the convening shareholders shall not be lower than 10% before the publication of the resolution of the General Meeting.

Article 54 For the General Meetings convened by the Audit Committee or by the shareholders themselves, the Board of directors and the Board Secretary shall cooperate. The Board shall provide a register of shareholders as of the record date.

Article 55 In the case of a General Meeting convened by the Audit Committee or by the shareholders themselves, the expenses necessary for the meeting shall be borne by the Company.

Section 4 Proposals and Notices of the General Meeting

Article 56 The proposal content shall fall into the terms of reference of the General Meeting. There shall be definite topics and specific matters for resolution. The proposal shall comply with the relevant provisions of laws, administrative regulations, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's Shares are listed, and the Articles of Association.

Article 57 When the Company holds a General Meeting, the Board of Directors, the Audit Committee, and shareholders who individually or collectively hold more than 1% of the Company's shares shall have the right to submit proposals to the Company.

The shareholders holding more than 1% of the shares of the Company individually or collectively may raise provisional proposal and submit it to the convener in writing 10 days before the General Meeting is held. The convener shall issue a supplementary notice of the General Meeting within 2 days after the receipt of the proposal, announcing the contents of the provisional proposal and submitting the provisional proposal to the General Meeting for deliberation, except for the provisional proposal which is in violation of the provisions of the laws, administrative regulations, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's Shares are listed or the Articles of Association of the Company or does not fall within the terms of reference of the General Meeting.

Save as specified above, the convener shall neither revise the proposals set out in the notice of General Meetings nor add new proposals after issuing the notice of General Meeting.

The General Meeting shall not vote or pass resolutions on proposals not listed in the notice of the General Meeting or resolutions not in conformity with Article 56 of the Articles of Association.

Article 58 The convener will notify all shareholders of an Annual General Meeting by way of announcement 21 days prior to the convening thereof, and notify all shareholders of an Extraordinary General Meeting by way of announcement 15 days prior to the convening thereof.

The Company shall not include the date of the meeting when calculating the starting time.

Article 59 The notice of the General Meeting shall include the following particulars:

- (I) the date, time, place and duration of the meeting;
- (II) the matters and proposals to be reviewed at the meeting;
- (III) explicit textual explanation: all shareholders shall be entitled to attend the General Meeting and they may appoint a proxy in writing to attend and vote at such meeting on their behalf and that such proxy need not be shareholders of the Company;
- (IV) the record date for shareholders who are entitled to attend the General Meeting;
- (V) the name and telephone number of the regular contact person for the meeting;

(VI) the voting time and procedures for online or other means of voting.

The notice and the supplementary notice of the General Meeting shall fully and completely disclose all the specific content of all proposals. The interval between the record date and the date of the meeting shall be no more than 7 working days. Once the record date is confirmed, it shall not be changed.

Article 60 When the General Meeting intends to discuss the election of directors, the notice of the meeting shall fully disclose the details of the candidates for directors, including at least the following contents:

- (I) personal particulars such as education background, working experience and concurrent positions;
- (II) whether they are affiliated with the Company or the controlling shareholder and actual controller of the Company;
- (III) their shareholdings in the Company;
- (IV) whether they have been subject to any penalties imposed by CSRC and other relevant authorities and punishments imposed by the stock exchanges;
- (V) other information required by the laws, administrative regulations, the Hong Kong Listing Rules, and other regulatory rules of the place where the Company's shares are listed.

Except when directors are elected by way of cumulative voting system, a single proposal shall be put forward for each candidate for directors.

Article 61 After the notice of the General Meeting is given, without good reason, the General Meeting shall not be postponed or canceled, and the proposals set out in the notice shall not be canceled. Once the General Meeting is postponed or canceled, the convener shall make a public announcement and explain the reasons at least 2 working days before the original holding date. If the regulatory rules of the place where the Company's shares are listed provide otherwise on the procedure for postponing or canceling the General Meeting, the provisions thereof shall apply, subject to the Company Law, the Securities Law, the Trial Measures for Administration, and the Guidelines on the Articles of Association of Listed Companies.

Section 5 Holding of the General Meeting

Article 62 The Board of Directors and other conveners of the Company shall take necessary measures to maintain the normal order of the General Meeting. Any act that interferes with the General Meeting, stirs up troubles or infringes upon the Shareholders' legitimate rights and interests shall be stopped by taking proper measures and promptly reported to the relevant authorities for investigation.

Article 63 All shareholders recorded in the register as at the Record Date or their proxies shall have the right to attend the General Meeting and exercise the voting rights in accordance with relevant laws, administrative regulations, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Shareholders may attend the General Meeting in person, or they may appoint a proxy, who need not be a Shareholder of the company, to attend and vote on their behalf.

Article 64 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 a proxy is appointed to attend the meeting on his/her behalf, such proxy shall produce his/her own valid proof of identity and the power of attorney from the shareholder.

Institutional shareholders shall be represented at the meeting by the legal representative/managing partner or a proxy appointed by the legal representative/managing partner. The legal representative/managing partner attending the meeting shall present his/her identity card and valid certificate evidencing his/her capacity as a legal representative/managing partner; where a proxy is appointed to attend the meeting, such proxy shall present his/her identity card and a written power of attorney duly issued by the legal representative/managing partner of the institutional shareholder. If the institutional shareholder has appointed a proxy to attend any meeting, it shall be deemed to be present in person. A form of proxy may also be executed by a duly authorized officer of the institutional shareholder.

If the shareholder is a recognized clearing house (or its agent) as defined in the relevant ordinances made in Hong Kong from time to time, the shareholder may authorize one or more persons as it thinks fit to act as its representative at any General Meeting and/or creditors' meeting. However, if more than one person is authorized, the power of attorney shall state the number and class of shares in respect of which each such person is authorized and shall be signed by the authorized officer of the recognized clearing house. A person so authorized may attend the meeting on behalf of the recognized clearing house (or its agent) to exercise rights (without having to produce proof of shareholding, supported by a notarized authorization and/or further evidence of formal authorization) and shall have the equal statutory rights as other shareholders, including the right to speak and to vote, as if he/she were an individual shareholder of the Company.

Article 65 The power of attorney issued by a shareholder to appoint a proxy to attend a General Meeting shall contain the following information:

- (I) name of the proxy;
- (II) whether the proxy has the voting right;
- (III) instructions to vote on each matter for, against or abstain from voting on each of the matters to be considered on the agenda of the General Meeting;
- (IV) the issuing date and validity period of the power of attorney;
- (V) signature (or seal) of the principal. Where the principal is an institutional shareholder, the official seal of the institutional shareholder shall be affixed.

Article 66 The power of attorney shall specify whether the proxy may vote at its own discretion in the absence of specific instructions from the shareholder.

Article 67 If the power of attorney for proxy voting is signed by another person authorized by the principal, the power of attorney for signature authorization or other authorization documents may be notarized. The notarized power of attorney or other authorization documents and the power of attorney for voting by proxies shall be deposited at the domicile of the Company or such other places as designated in the notice of the meeting.

If the principal is an institutional shareholder, its legal representative/managing partner or the person authorized by a resolution of the Board or other decision-making authorities shall attend the General Meeting of the Company on its behalf.

Article 68 The meeting register for the attendees shall be prepared by the Company. The register shall set out the names of the persons attending the meeting (or names of the entities), their ID card numbers, number of shares held or representing voting rights and names of the principals (or names of the entities they are from).

Article 69 The convener shall verify the legality of shareholder status according to the register of shareholders provided by the securities depository and clearing institution, and register the name of each shareholder and the number of shares with voting rights he/she holds. The meeting registration shall be terminated before the meeting presider announces the number of Shareholders and proxies present in person at the meeting as well as the total number of Shares with voting rights they hold.

Article 70 If the General Meeting requests the directors and senior management to attend the meeting, the directors and senior management shall attend the meeting and be subject to shareholders' inquiries.

Article 71 The General Meeting shall be presided over by the chairman of the Board. If the Chairman of the Board is unable or fails to perform his/her duty, a director jointly elected by more than half of the Directors shall preside over the meeting.

A General Meeting convened by the Audit Committee shall be chaired by the convener of the Audit Committee. In the event that the convener of the Audit Committee is unable or fails to perform his/her duties, a member of the Audit Committee jointly elected by a majority of the members of the Audit Committee shall preside.

A General Meeting convened by the shareholders themselves shall be presided over by the convener or his/her elected representative.

During the course of a General Meeting, where the meeting presider violates the rules of procedure such that the meeting cannot continue, the General Meeting may elect a person to act as the meeting presider and continue the meeting with the consent of the majority of the Shareholders entitled to vote present at the General Meeting.

Article 72 The Company shall formulate rules of procedure for the General Meeting, stipulating in detail the convening and voting procedures of the meeting, including notification, registration, consideration of proposals, voting, counting of votes, announcement of voting results, formation of resolutions of the meeting, minutes of the meeting and their signatures, etc., as well as the principle of authorization by the General Meeting to the Board. The content of the authorization shall be clear and specific. The rules of procedure for the General Meeting, which shall be drawn up by the Board and approved by the General Meeting, shall be annexed to the Articles of Association.

Article 73 At the Annual General Meeting, the Board of Directors shall submit a report on their works in the past year to the General Meeting. Each independent non-executive Director shall also report on their duty performance.

Article 74 Directors and senior management shall provide explanations and clarifications on Shareholders' queries and suggestions at the General Meeting.

Article 75 The meeting presider shall announce the number of shareholders and proxies present and the total number of shares with voting rights they hold before voting. To determine the number of shareholders and proxies present and the total number of shares with voting rights they hold, the meeting register shall prevail.

Article 76 The General Meeting shall have meeting minutes, and the secretary of the Board shall be responsible for the meeting minutes. The meeting minutes shall contain the following contents:

- (I) the time, venue and agenda for the meeting, and the name or title of the convener;
- (II) the names of the meeting presider and the directors and senior management attending the meeting;
- (III) the number of shareholders and proxies present at the meeting, and the total number of shares with voting rights held and their respective proportions in the total number of shares of the Company;
- (IV) considerations on each proposal, key points and the voting results;
- (V) queries and suggestions of the shareholders and the corresponding answers or explanations;
- (VI) names of the vote counter and the scrutineer;
- (VII) other contents that shall be included in the meeting minutes according to the Articles of Association.

Article 77 The convener shall guarantee the authenticity, accuracy and integrity of the contents of the meeting minutes. The directors and Board Secretary who attend the meeting, the convener or his/her representative and the presider of the meeting shall sign the meeting minutes.

The meeting minutes shall be maintained together with the register of names of the shareholders present, the power of attorney for proxy, and the valid documents for the on-line and other forms of voting for a period of not less than 10 years.

Article 78 The convener shall warrant that the General Meeting will proceed continuously until the final resolution is made. In the event that a General Meeting is suspended or a resolution cannot be made due to force majeure or other special reasons, necessary measures shall be taken to resume the convening of the General Meeting as soon as possible or to directly terminate this General Meeting, and announcements or reports shall be made in a timely manner in accordance with the laws and administrative regulations, departmental rules, the Hong Kong Listing Rules, and other regulatory rules of the place where the Company's Shares are listed.

Section 6 Voting and Resolutions of the General Meeting

Article 79 The resolutions of the General Meeting are classified into ordinary ones and special ones.

Ordinary resolutions of the General Meeting shall be adopted by more than half of the voting rights held by the Shareholders (including their proxies) present at the meeting.

Special resolutions of the General Meeting shall be adopted by more than 2/3 of the voting rights held by the shareholders (including proxies) present at the meeting.

Article 80 The following matters shall be resolved by way of ordinary resolution of the General Meeting:

- (I) work reports of the Board of Directors;
- (II) profit distribution plans and loss recovery plans formulated by the Board of Directors;
- (III) appointment and removal of directors, and determination of the remuneration of the directors and method of payment;
- (IV) annual financial budgetary plans and final accounting plans of the Company;
- (V) matters other than those required to be approved by special resolutions under the laws, administrative regulations, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Article 81 The following matters shall be resolved by way of special resolution of the General Meeting:

- (I) increase or reduction of the Company's registered capital;
- (II) separation, division, merger, dissolution and liquidation of the Company;
- (III) revision of the Articles of Association and its attachments;
- (IV) the Company's purchase or disposal of major assets or provision of guarantee within one year with an amount exceeding 30% of the latest audited total assets of the Company;
- (V) equity incentive plan;
- (VI) consideration and approval of external guarantees as stipulated in **Article 44(1) (IV)** of the Articles of Association;
- (VII) other matters required to be approved by special resolutions under the laws, administrative regulations, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed or the Articles of Association, and matters which, according to an ordinary resolution of the General Meeting, may have a significant impact on the Company and shall be adopted by way of a special resolution.

Changes in the rights attached to a class of shares shall be authorized by a special resolution of the shareholders holding the class of shares to which the rights in question are attached.

Article 82 Shareholders (including their proxies) shall exercise their voting rights by the number of voting shares they represent, and each share shall have one vote.

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 General Meeting.

Where a Shareholder's purchase of the Company's shares with voting rights 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 shares with voting rights of the shareholders attending the General Meeting.

The Board of Directors, the independent non-executive directors, and shareholders holding more than 1% of the shares with voting rights or the investor protection agencies established in accordance with laws, administrative regulations or provisions of the CSRC may publicly solicit the voting rights from the 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 83 When the connected (related) transactions are considered at the General Meeting, the interested Shareholders shall not participate in voting, and the number of voting Shares represented by them shall not be counted into the total number of valid votes. The voting particulars of the uninterested Shareholders shall be disclosed in the resolutions of the General Meeting.

Before the General Meeting concludes the deliberation on the connected (related) transactions and proceeds with the voting, the interested shareholders shall submit an application for recusal to the meeting presider, and the meeting presider shall announce it to the General Meeting. When voting on connected (related) transactions, the interested shareholders are not allowed to vote on such matters, and the independent non-executive directors present at the meeting shall supervise the process.

Before the General Meeting concludes the deliberation on the connected (related) transactions and proceeds with the voting, the uninterested shareholders (including their proxies) and independent non-executive directors present at the meeting have the right to request the meeting presider to have the interested shareholders abstain from voting on this matter and provide reasons. If the relevant interested shareholders do not object to the request for recusal, they shall not vote in this voting and the independent non-executive directors present at the meeting shall supervise the process. If a shareholder who is required to recuse themselves believes that they are not interested shareholders and thus do not need to follow the recusal procedure, they should explain the reasons to the General Meeting, and the Board members present at the meeting shall determine it in accordance with relevant laws and regulations. If a shareholder who is required to abstain is determined to be an interested shareholder, such shareholder shall not cast a vote in this matter, and the independent non-executive directors present at the meeting shall supervise the process. If any of the above situations occur, the personnel responsible for recording the General Meeting should record in detail such matters in the meeting records.

Article 84 Except in special circumstances, such as when the Company is in crisis, the Company shall not, without the approval of General Meeting by a special resolution, make and enter into contracts with persons other than directors, General Manager and other senior management granting such persons the responsibility for managing all or material business of the Company's important business.

Article 85 The list of candidates for directors shall be included in a proposal to be submitted to the General Meeting for voting.

When the General Meeting votes on the election of directors, a cumulative voting system may be implemented in accordance with the provisions of the Articles of Association or the resolutions of the General Meeting. The "cumulative voting system" as mentioned in the preceding paragraph indicates that each share has the number of voting rights identical to the number of directors to be elected, and the voting rights owned by the shareholders may be cumulatively used when the General Meeting elects the directors. The Board shall announce the resumes and basic information of the candidates for Directors.

Article 86 In addition to the cumulative voting system, the General Meeting shall resolve on all proposals separately; in the event of several proposals for the same issue, such proposals shall be voted on in the order of time at which they are submitted. Unless the General Meeting is adjourned or no resolutions can be made for special reasons such as force majeure, voting of such proposals shall be neither shelved nor refused at the General Meeting.

Article 87 When considering a proposal, the General Meeting shall not revise it; otherwise such amendments shall be deemed as a new proposal and may not be voted at the current meeting.

Article 88 The same voting right shall only be exercised on site, via the Internet or by other means. Where the same vote is cast for two or more times, the first cast shall hold.

Article 89 The General Meeting shall vote by recorded ballot.

General meetings can be held in a hybrid format, where shareholders can utilize technology to attend virtually and have the right to vote electronically.

Any vote by the shareholders at the General Meeting shall be taken by way of an open ballot unless the presider has in good faith decided to allow a vote by a show of hands on a resolution purely relating to procedural or administrative matters.

Article 90 Before the relevant proposal is voted at the General Meeting, two representatives of the Shareholders shall be elected to take part in counting the votes and scrutinizing the voting. Any shareholder who is interested in the matter under consideration and his/her proxies shall not take part in counting the votes or scrutinizing the voting.

When votes are cast on proposals at the General Meeting, 2 representatives of the shareholders or other relevant persons appointed pursuant to the Hong Kong Listing Rules shall be jointly responsible for scrutinizing and counting votes, and they shall announce the voting results on site. The voting result shall be recorded in the meeting minutes.

Shareholders of the Company or their proxies shall have the right to check the results of their votes through the voting system if they vote via the Internet or by other means.

Article 91 An on-site General Meeting shall not end before that held on-line or otherwise, and the meeting presider shall announce the voting status and results of each proposal and announce whether the proposal is adopted or not based on the voting results.

Prior to the formal announcement of the voting results, the relevant parties involved in relation to the on-site voting or otherwise at the General Meeting, including the Company, the persons responsible for counting the votes and scrutinizing the voting, and substantial Shareholders, shall be obliged to keep the voting status confidential.

Article 92 Shareholders attending the General Meeting shall express one of the following opinions on the proposal to be voted on: for, against, or abstain.

An unfilled, wrongly filled, or illegible vote, or an uncast vote shall be deemed to be a waiver of the voting right of the voter, and the voting results for the number of shares he/she holds shall be accounted as an “abstain”.

If in accordance with the regulatory rules of the place where the Company’s shares are listed (including Hong Kong Listing Rules), any shareholder is required to abstain from voting or is restricted to voting for or against any individual resolution, any vote by the shareholder (or his/her proxy) in contravention thereof shall not be counted into the voting result.

Article 93 If the presider of the meeting has any doubts as to the result of a resolution which has been put to vote at the General Meeting, he/she may have the votes counted. If the presider of the meeting does not count the votes, any shareholder present in person or by proxy who objects to the result announced by the presider of the meeting may, immediately after the declaration, demand that the votes be counted, and the presider of the meeting shall have the votes counted immediately.

Article 94 Resolutions of the General Meeting shall be announced in time, which shall set out the number of shareholders and proxies present at the meeting, the total number of voting shares held by them and their proportion in the total number of voting shares of the Company, voting methods, voting results of each proposal, and details of resolutions adopted.

Article 95 Where the proposals fail to be adopted or if the General Meeting changes the resolutions of the previous one, a special note shall be included in the resolutions of the General Meeting.

Article 96 If the General Meeting approves the proposal for the election of directors, the term of office for the new directors shall commence from the date of approval by the General Meeting and end upon the expiration of the term of office of the current board of directors.

Article 97 If the General Meeting passes the proposal on cash dividends, scrip issue or conversion of capital reserve into share capital, the Company shall implement the relevant plan within 2 months after the end of the General Meeting.

Chapter 5 Board of Directors

Section 1 Directors

Article 98 Directors of the Company shall be natural persons. None of the following persons may serve as a director of the Company:

- (I) persons with no capacity or limited capacity for civil conduct;
- (II) persons who were sentenced for crimes of corruption, bribery, encroachment or embezzlement of property or disruption of the order of the socialist market economy, where five years have not lapsed following the serving of the sentence, 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, 2 years have not elapsed since the date of expiration of the probationary period;
- (III) persons who acted as directors, 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 3 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 was ordered to close down, and who were personally liable for the revocation of business license or close-down of such company or enterprise, where 3 years have not elapsed since the date of the revocation of business license or close-down 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) persons who are imposed by the CSRC a ban from entering into the securities market for a period which has not yet expired;
- (VII) other contents prescribed by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed.

Elections or appointments of Directors in violation of the preceding paragraphs of this Article shall be invalid. In the event that the circumstances as stipulated in this Article arise during the term of office of any director, the Company shall dismiss the relevant director.

Article 99 Non-employee directors are elected or replaced by the General Meeting. They may also be removed from their positions by the General Meeting through an ordinary resolution before the end of their term of office. However, such removal does not affect the director's right to claim damages under any contract. The directors have a tenure of 3 years and can be reelected upon the expiry of the tenure.

The term of office of a director shall start from the date on which the outgoing director assumes office to the expiry of the current term of the Board of Directors. If the term of office of a director expires but re-election is not made responsively, the said director shall continue fulfilling the duties as director pursuant to relevant laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed and the Articles of Association until the newly elected director takes office.

Any person appointed by the Board as a Director to fill a temporary vacancy or increase the size of the Board shall serve until the first Annual General Meeting of the Company after his/her appointment and shall be eligible for re-election at that time.

A Director may be the General Manager or other senior management concurrently, provided that the total number of Directors who concurrently serve as the General Manager or other senior management and directors who are employee representatives shall not exceed half of the total number of directors of the Company.

Article 100 Directors shall comply with the provisions of laws, administrative regulations and the Articles of Association, and have a duty of loyalty to the Company; they shall take measures to avoid conflicts between their own interests and the interests of the Company, and shall not make use of their powers to gain undue benefits.

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

- (I) not to take advantage of his/her functions and powers to accept bribes or obtain other illegal income;
- (II) not to encroach upon the Company's property or misappropriate the Company's funds;
- (III) not to deposit the Company's funds in an account opened in his/her own name or in the name of any other individual;
- (IV) not to enter into contracts or transactions directly or indirectly with the Company without reporting to the Board or the General Meeting and obtaining the approval of the Board or the General Meeting through resolution in accordance with the provisions of the Articles of Association;
- (V) not to take advantage of his/her position to obtain business opportunities that should belong to the Company for himself/herself or others, except in any of the following circumstances: It has been reported to the Board or the General Meeting and approved by a resolution of the Board or the General Meeting in accordance with the Articles of Association; According to laws, administrative regulations, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed or the Articles of Association, the Company cannot take advantage of the business opportunity;
- (VI) not to carry on business of the same kind as that of the Company, either on his/her own account or on behalf of others, without reporting to the Board or the General Meeting and obtaining the approval of the Board or the General Meeting through resolution;
- (VII) not to accept and keep privately commissions on transactions with the Company;

- (VIII) not to disclose the secrets of the Company without authorization;
- (IX) not to damage the interests of the Company by taking advantage of his/her affiliation;
- (X) other obligations of loyalty as set out in the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed and the Articles of Association.

The income derived by the Directors in violation of this Article shall be returned to the Company. Where losses are caused to the Company, they shall be liable for compensation.

The provisions of Item (IV), paragraph 2 of this Article shall apply to the conclusion of contracts or transactions with the Company by close relatives of directors and senior management, enterprises directly or indirectly controlled by directors, senior management or their close relatives, as well as related persons with whom directors and senior management have other affiliations.

Article 101 Directors shall comply with the provisions of laws, administrative regulations and the Articles of Association. They have a duty of diligence to the Company, and shall perform their duties with the reasonable care normally expected of a manager in the best interests of the Company.

The directors shall bear the following obligations of diligence to the Company:

- (I) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure that the business operations of the Company comply with the requirements of PRC laws, administrative regulations and relevant PRC economic policies and are not beyond the business scope specified in the business license of the Company;
- (II) to be fair to all shareholders;
- (III) to timely understand the business operations and management of the Company;
- (IV) to sign a written confirmation acknowledging the Company's periodic reports to ensure that the information disclosed by the Company is true, accurate and complete;
- (V) to provide information and materials to the Audit Committee honestly, and not to hinder the Audit Committee from exercising their powers;
- (VI) other obligations of diligence as set out in the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 102 If a Director fails to attend the Board Meeting in person and entrust any other Directors to attend the meeting on his/her behalf for two consecutive times, it shall be deemed that he/she cannot perform his/her duties, and the Board shall advise the General Meeting to remove such Director.

Article 103 A director may resign before the expiration of his/her term. The Director who resigns shall submit to the Board a written report in relation to his/her resignation.

Except for the circumstances listed in this paragraph, the resignation takes effect on the date when the resignation report is received by the Company. The board of directors shall disclose the relevant information within 2 days.

- (I) The resignation of a director results in the Board members being less than the legally required minimum number (including when the number of independent non-executive directors is less than 3);
- (II) The resignation of independent non-executive directors results in the number of independent non-executive directors being less than 1/3 of the total number of board members, or the situation that there are no independent non-executive directors who possess the appropriate professional qualifications or have the requisite expertise in accounting or related financial management.

In the above-mentioned situation, the said director shall continue fulfilling the duties as director pursuant to relevant laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed and the Articles of Association until the newly elected director takes office.

In the case of paragraph II, the Company must immediately notify the HKEX and publish a notice, disclosing the relevant details and reasons. The original nominator of the independent non-executive director or the Board of directors shall nominate a new candidate for the independent non-executive director within the prescribed period as stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the shares of the Company are listed.

Where relevant laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed provide otherwise in respect of the matters relating to directors, such provisions shall apply.

Article 104 When a director's resignation takes effect or his/her term of office expires, the director shall complete all handover procedures with the Board of Directors. His/her duties of loyalty to the Company and its shareholders shall not be automatically terminated after the end of his/her term of office. The duty of confidentiality of directors in relation to trade secrets of the Company survives the termination of their tenure until such trade secrets become public. The duration of other duties shall be determined in accordance with the principle of fairness, depending on the time length between the termination and the occurrence of the matter as well as the circumstances and conditions under which the relationship with the Company is terminated.

Article 105 Without authorization in accordance with the Articles of Association or legally granted by the Board of Directors, no director shall act on behalf of the Company or the Board of Directors in his/her own name. Where a Director acts in his/her own name, the Director shall declare in advance his/her position and identity in the case that a third party would reasonably believe that the Director is acting on behalf of the Company or the Board.

Article 106 If a director violates the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed or the Articles of Association when performing his/her duties, and causes losses to the Company, he/she shall be liable for compensation.

Section 2 Independent Non-executive Directors

Article 107 Independent non-executive directors shall bear the obligations of good faith and diligence towards the Company and all shareholders. Independent non-executive directors shall conscientiously perform their duties, safeguard the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders from being infringed upon in accordance with the laws, regulations, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 108 The board of directors shall include at least 3 independent non-executive directors, and the number of independent non-executive directors shall account for at least 1/3 of the total number of board members. Among them, at least one independent non-executive director must possess appropriate professional qualifications or have appropriate expertise in accounting or related financial management.

Article 109 The term of office of each independent non-executive Director shall be the same as that of the other Directors of the Company, and upon expiration of the term of office, he/she may be re-elected.

Article 110 If an independent non-executive director has served for more than 9 years, his/her re-election shall be approved by the shareholders through a separate resolution. In the documents sent to shareholders along with this resolution, the reasons why the Board of directors (or the nomination committee) considers that the director is still an independent person and should be re-elected should be explained, including the factors considered, the process and discussion content by the Board of directors (or the nomination committee) in making this decision.

If all the independent non-executive directors in the Board have been in office for more than 9 years, the Company shall disclose in shareholder circular and/or explanatory letter attached to the notice of the Annual General Meeting the name and term of each independent non-executive director currently in office; and appoint a new independent non-executive director at the next Annual General Meeting.

Article 111 Independent non-executive directors shall possess the independence as stipulated in Rule 3.13 of the Hong Kong Listing Rules. If an independent non-executive director fails to meet the conditions of independence or other circumstance arises which makes it inappropriate for him or her to perform his or her duties and responsibilities as an independent non-executive director, thereby causing the failure of the Company to meet the requirements of the Articles of Association concerning the number of independent non-executive directors, the Company shall make up the number of independent non-executive directors in accordance with the relevant regulations.

Section 3 The Board of Directors

Article 112 The Company shall have a Board of Directors, which is accountable to the General Meeting.

Article 113 The Board of Directors shall consist of 11 directors, including 4 independent non-executive Directors who are elected by the General Meeting. The Board of Directors shall have one chairman. The chairman of the Board of Directors shall be elected by more than half of all the Directors.

Article 114 The Board of Directors shall exercise the following functions and powers:

- (I) to convene a General Meeting and report to the General Meeting on the work of the Board;
- (II) to implement resolutions adopted by the General Meeting;
- (III) to decide on the business plan and investment scheme of the Company;
- (IV) to formulate the profit distribution plan and loss recovery plan of the Company;
- (V) to formulate plans of the Company regarding increase or reduction of the registered capital, and the issuance of corporate bonds;
- (VI) to formulate plans for substantial acquisition, repurchase shares, or merger, division, dissolution, liquidation and change of corporate form of the Company;
- (VII) to decide on the outbound investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, and connected transactions of the Company within the authority granted by the General Meeting;
- (VIII) to determine the setup of the Company's internal management organization;
- (IX) to decide on the appointment or dismissal of the General Manager, Secretary to the Board and other senior management of the Company, and decide on matters of remuneration, rewards and punishments; to decide on the appointment or dismissal of senior management such as deputy manager and CFO according to the nomination of the manager, and decide on matters of remuneration, rewards and punishments;
- (X) to formulate the basic management scheme of the Company;
- (XI) to formulate the amendments to the Articles of Association and its attachments;
- (XII) to manage the information disclosure of the Company;
- (XIII) to request the General Meeting to engage or replace the accounting firm that provides audit service for the Company;
- (XIV) to debrief the work report of the manager of the Company and check the works of the manager;
- (XV) to formulate and implement the equity incentive plan of the Company;
- (XVI) to prepare a proposal for the establishment of special committees of the Board of Directors and determine their composition;
- (XVII) to decide, within a period of three years, on the issuance of shares not exceeding 50% of the issued shares. Where the Board of Directors decides to issue new shares, it shall be approved by more than 2/3 of all the directors; if the registered capital of the Company or the number of issued shares changes as a result of such issuance, the amendment of the matters recorded

in the Articles of Association shall not be subject to the vote of the General Meeting, except for the capital contribution by way of non-monetary property, which shall be subject to the resolution of the General Meeting;

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

The Board of Directors has set up an Audit Committee to exercise the powers and functions of the Supervisory Committee as stipulated in the Company Law. In addition to the Audit Committee, the Board of Directors has set up other special committees such as the Nomination Committee, the Remuneration and Appraisal Committee and the Strategy Committee. Special committees of the Board of Directors are specialized working bodies of the Board of Directors. They shall be responsible to the Board of Directors, and their proposals shall be submitted to the Board of Directors for consideration and decision. All the members of the Special Committees shall be directors, and the specific composition and qualification requirements are governed by the Company Law and other laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed. The Board of Directors shall be responsible for formulating the working rules of the special committees and regulating their operation.

Matters beyond the scope authorized by the General Meeting shall be submitted to the General Meeting for consideration.

Article 115 The Board shall make explanations to the General Meeting on the audit report with modified audit opinions issued by the certified public accountants on the Company's financial reports.

Article 116 The Board of Directors shall formulate the rules of procedures for the Board to ensure the proper implementation of the resolutions of the General Meeting, improvement of work efficiency and scientific decision-making.

The rules of procedures for the Board of Directors shall be prepared by the Board, approved at the General Meeting, and attached to the Articles of Association as an appendix.

Article 117 The Board of Directors shall determine the authority for outbound investment, acquisition and disposal of assets, asset mortgages, external guarantee, commissioned financial management and connected (related) transactions, and set up strict review and decision-making procedures. For important investment projects, the Board of Directors shall organize the relevant experts and professionals for review and report to the General Meeting for approval. Transactions or other matters occurring in the Company that should be submitted to the Board of Directors for consideration as stipulated in laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed shall be executed in accordance with the corresponding provisions.

Article 118 The chairman of the Board shall exercise the following functions and powers:

- (I) to preside over the General Meetings and to convene and preside over meetings of the Board of directors;
- (II) to procure and examine the implementation of resolutions of the Board of directors;

- (III) to sign the corporate bonds issued by the Company and other securities issued by the Company under legal permission;
- (IV) to sign the important documents of the Board and other documents required to be signed by the legal representative of the Company;
- (V) to exercise the functions and powers of the legal representative;
- (VI) to exercise special right of disposal of the Company's affairs in accordance with laws as well as the Company's interests in case of emergency arising from force majeure such as catastrophic natural disasters, and report to the Board of Directors and the General Meeting in a timely manner afterwards;
- (VII) other functions and powers granted by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed, the Articles of Association or the Board of directors.

Article 119 The Board Meeting shall be convened and presided over by the chairman. Where the chairman is unable to or does not perform his/her duties, the meeting shall be presided over by one director jointly appointed by a majority of all the directors.

Article 120 The Board of Directors shall hold at least four regular meetings each year, which shall be convened by the Chairman of the Board.

Notice of Board Meeting shall be given to all directors at least fourteen days before the meeting is held.

Article 121 Shareholders holding more than one-tenth of the voting rights, directors accounting for more than one-third of board members, the Audit Committee, or more than half of the independent non-executive directors may propose to convene an extraordinary meeting of the Board of directors. The Chairman shall, within ten days after receipt of such proposal, convene and preside over a Board Meeting.

Article 122 To hold an extraordinary Board Meeting, the Board of directors shall notify all directors in writing at least three days before the meeting, except in special or emergency circumstances, where an extraordinary Board Meeting may be held through on-site meetings, phone calls or faxes.

Article 123 The notice of the Board Meeting shall contain the following information:

- (I) date and venue of the meeting;
- (II) duration of the meeting;
- (III) reason for convening the meeting and agenda thereof;
- (IV) date of issue of the notice;

- (V) other contents prescribed by laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed.

The notice of meeting shall be deemed to have issued to a director if he/she is present at the meeting and does not raise the issue of non-receipt of such notice prior to or at the start of the meeting.

Article 124 A Board Meeting can only be held if more than half of the directors (including those who are present as proxies) are present. A resolution adopted by the Board of directors requires affirmative votes by more than half of all the directors.

In the voting process, one director shall represent one vote.

A guarantee within the scope of authority of the Board shall be approved by more than half of all the Directors and approved by more than 2/3 of the Directors present at the Board Meeting.

Where relevant laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed provide otherwise in respect of the matters relating to board resolutions, such provisions shall apply.

Article 125 If a director is affiliated with the enterprise or individual involved in the resolution matters of the Board Meeting, such director shall promptly report in writing to the Board of directors. The affiliated directors shall not exercise their voting rights on the resolution, nor shall they exercise the voting rights on behalf of other directors. The Board Meeting can be held with the presence of more than half of the non-affiliated directors. The resolutions made at the Board Meeting must be approved by more than half of the uninterested directors. If the number of non-affiliated directors present at the Board Meeting is less than 3, the matter shall be submitted to the General Meeting for consideration.

Article 126 The Board of Directors may make resolutions by means of a written vote with a completed ballot or by a show of hands.

On the premise of ensuring the full expression of opinions by directors and the compliance with the regulatory rules of the place where the Company's shares are listed, the extraordinary Board meetings may be held by way of telephone conference, fax or email, and the resolutions can be made correspondingly, which shall be signed by the attending directors.

Article 127 The directors shall attend the Board Meeting in person. If a director is unable to attend the meeting for some reason, he/she may entrust another director in writing to attend the meeting on his/her behalf. The power of attorney shall specify the name, matters entrusted to, scope of authorization and term of validity of the proxy, and shall be signed or sealed by the principal.

A director may not accept delegation from more than two directors to attend a Board meeting on their behalf at a single meeting.

The director who attends the meeting on behalf of another director shall exercise the rights of the directors within the scope of authorization. A Director failing to attend the Board Meeting in person or by proxy shall be deemed as having waived his/her voting rights at such meeting.

An independent non-executive Director shall not appoint a non-independent Director to vote on his or her behalf.

If a Director fails to attend the Board Meeting in person or entrust any other directors to attend the meeting on his/her behalf for two consecutive times, it shall be deemed that he/she cannot perform his/her duties, and the Board shall advise the General Meeting to remove such Director.

Article 128 The meeting of the Board shall have minutes, and the directors and the minute keepers present at the meeting shall sign their names on the minutes. The Directors attending the meeting have the right to have their speeches at the meeting descriptively recorded on the meeting minute. The Board Meeting minute shall be maintained by the Board Secretary as the Company file. The retention period for meeting minutes shall be no less than ten years.

Article 129 The minutes of the Board Meeting shall contain the following information:

- (I) the date and venue of the meeting and the name of the convener;
- (II) names of the Directors present and of the Directors (proxies) appointed by others to attend the Board Meeting;
- (III) agenda of the meeting;
- (IV) key points of the directors' speeches;
- (V) voting method and results of each resolution (the voting results shall indicate the number of votes in favor, against or abstention);
- (VI) other contents prescribed by laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed.

Section 4 Board Secretary

Article 130 The board of directors shall appoint a Board Secretary. The Board Secretary is a senior management member of the Company. They shall meet the corresponding qualifications and conditions for the position, fulfill their duties diligently and faithfully, and be accountable to the Board of directors.

Article 131 The Company shall provide convenient conditions for the Board Secretary to perform his/her duties, and the directors, Audit Committee, other senior management members and relevant staff shall support and cooperate with the Board Secretary in his/her work.

The Board Secretary shall have the right to learn about the Company's business and financial situation, attend relevant meetings, review relevant documents, and request relevant departments and personnel to provide materials and information.

The Company shall terminate the appointment of the Board Secretary with sufficient reasons and shall not do so without cause.

Article 132 The main responsibilities of the Board Secretary are:

- (I) to prepare and deliver reports and documents of the Board and General Meetings;
- (II) to prepare the Board Meetings and General Meetings according to legal procedures, attend the Board Meeting and take notes, ensure the accuracy of the minutes, sign the meeting minutes, and keep the meeting documents and records;
- (III) to be responsible for the confidentiality of information, prepare confidentiality measures, and take remedial measures promptly in case of information leakage;
- (IV) to keep the register of the shareholders, the register of directors and board secretaries, the materials on the holding of shares by substantial shareholders and directors, and the seals of the Board;
- (V) to help the directors and senior management of the Company understand the laws and regulations, the Articles of Association, and related rules;
- (VI) to assist the Board in exercising its powers legally, to raise a timely objection when the resolution of the Board violates the laws and regulations, the Articles of Association and relevant rules, and record the issue in the meeting minute and submit the minutes immediately to all the shareholders and directors of the Company if the Board insists on making such resolution;
- (VII) to provide advice and suggestion for making significant decisions;
- (VIII) to handle the relevant affairs between the Company and its shareholders, as well as the daily reception work for shareholders visiting the Company;
- (IX) Other duties as required by relevant laws and regulations such as the Company Law, the regulatory rules of the place where the Company's shares are listed such as the Hong Kong Listing Rules, and the Articles of Association.

Article 133 During the period when the position of the Board Secretary is vacant, the Company shall promptly appoint a director or senior management member to temporarily assume the duties of the Board Secretary. If the vacancy lasts for more than 3 months, the legal representative of the Company shall assume the duties of the Board Secretary.

Chapter 6 General Manager and Other Senior Management Members

Article 134 The Company shall have a General Manager, who shall be appointed and dismissed by the Board of Directors, and may have a number of deputy General Managers as required.

The General Manager, deputy General Manager, chief financial officer and secretary of the Board of directors of the Company are the senior management of the Company and are all appointed or dismissed by the Board of Directors.

Article 135 The circumstances set out in **Article 98** of the Articles of Association in which the relevant person shall not serve as a director shall apply to the senior management.

The corresponding provisions in **Article 100** regarding the directors' duty of loyalty and **Article 101** regarding the duty of diligence of the Articles of Association shall apply to the senior management.

Article 136 The senior management of the Company shall not hold any business operation and management positions other than Directors or Supervisors in the controlling shareholders, actual controllers and other enterprises controlled by them.

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

Article 137 The General Manager shall serve a term of 3 years and may serve consecutive terms if reappointed.

Article 138 The General Manager shall be accountable to the Board and exercise the following functions and powers:

- (I) to preside over the production and operation management work of the Company, and organize the implementation of the resolution of Board of Directors;
- (II) to arrange for the implementation of the Company's annual business plans and investment plans;
- (III) to draft the plan for establishment of the Company's internal management organization;
- (IV) to draft the Company's basic management system;
- (V) to formulate the detailed rules and regulations of the Company;
- (VI) to propose the appointment or dismissal of the Deputy General Manager or chief financial officer;
- (VII) to decide on the appointment or dismissal of management personnel other than those to be engaged or dismissed by the Board of Directors;
- (VIII) other functions and powers granted by the Board of Directors.

The General Manager shall be present at the meetings of the Board of Directors.

Article 139 The General Manager shall formulate the working rules for the General Manager, which shall be submitted to the Board for approval before implementation.

Article 140 The working rules of the General Manager shall include:

- (I) the conditions, procedures and participants of the General Manager's meetings;
- (II) the respective responsibilities of the General Manager and other senior management members and their division of labor;

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

(IV) other matters deemed necessary by the Board of Directors.

Article 141 The General Manager may resign before the expiration of his/her term of office. The specific procedures and methods for the resignation of the General Manager shall be stipulated in the employment contract between the General Manager and the Company.

Article 142 Where a senior management member violates the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed or the Articles of Association when performing his/her duties, and causes losses to the Company, he/she shall be liable for compensation.

Article 143 The senior management of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. Where the senior management of the Company fails to faithfully perform their duties or violate their fiduciary duties, causing damage to the interests of the Company and shareholders, they shall be liable for compensation in accordance with the law.

Chapter 7 Financial and Accounting Systems, and Distribution of Profits and Audit

Section 1 Financial Accounting System

Article 144 The Company has formulated its financial and accounting systems in accordance with the laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed, and the regulations of the relevant state departments.

Article 145 The Company shall prepare the annual financial and accounting report at the end of each fiscal year, which shall be audited by the CPA firm according to law.

The annual financial and accounting reports shall be prepared in accordance with the relevant laws, administrative regulations, departmental rules, and the regulatory rules of the places where the Company's shares are listed.

Article 146 The Board shall submit to the shareholders at each Annual General Meeting the financial reports that the Company is required to prepare according to the relevant laws, administrative regulations and regulatory documents promulgated by the local governments and the competent authorities.

The financial report mentioned in the preceding paragraph shall include the directors' report and the balance sheet (including all other documents to be attached in accordance with the requirements of the PRC laws, other laws, and administrative regulations), the profit and loss statement (the profit statement) or the statement of income and expense (the statement of cash flow) or (under the condition of no violation of the PRC laws) financial highlights approved by the HKEX.

The financial reports of the Company shall be made available for inspection by shareholders at the Company at least 21 days prior to the Annual General Meeting. Each Shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.

Unless otherwise stipulated in the Articles of Association, the Company shall send the aforesaid report or the report of the Board together with the balance sheet (including the documents required by applicable laws to be appended to the balance sheet), statement of profit and loss or statement of income and expense to each shareholder of overseas listed shares by postage prepaid mail at the recipient's address shown in the register of shareholders no later than 21 days prior to the Annual General Meeting. However, for shareholders of overseas listed shares, service may be effected by means of publication on the Company's website, the website of the HKEX and such other websites as may be prescribed from time to time by the securities regulatory rules of the place where the Company's shares are listed under the conditions of meeting the requirements of laws and administrative regulations and the requirements of the securities regulatory authorities of the place where the Company's shares are listed.

Article 147 The financial statements of the Company shall be prepared not only in accordance with Chinese accounting standards, laws and regulations but also in accordance with international accounting standards or the accounting standards of the overseas places where shares of the Company are listed. If there are any material differences between the financial statements prepared in accordance with the two accounting standards, such differences shall be stated in the notes to the financial statements. In distributing its after-tax profits of the relevant fiscal year, the lower of the after-tax profits as shown in the above-mentioned two sets of financial statements shall be adopted.

The interim results or financial information published or disclosed by the Company shall be prepared not only in accordance with Chinese accounting standards and regulations, but also in accordance with the international or the accounting standards of the overseas places where shares of the Company are listed.

Article 148 The Company will not set up any other accounting books except for the legal accounting books. The assets of the Company shall not be deposited into an account established in the name of any individual.

Article 149 When the Company distributes the after-tax profits of the current year, it shall allocate 10% of the profits into the statutory surplus reserve. Where the accumulated amount of the statutory surplus reserve reaches 50% of the registered capital, the Company is released from the obligation of withdrawing statutory surplus reserve.

Where the statutory surplus reserve of the Company is not sufficient to cover its losses in the previous years, the profits of the current year shall be used to make up the loss before the withdrawal of the statutory surplus reserve in accordance with the above provisions.

After the Company has withdrawn the statutory surplus reserve from the after-tax profit, it can also withdraw the discretionary surplus reserve from the after-tax profit by a resolution of the General Meeting.

After the Company has covered its losses and withdrawn its reserves, the remaining profits of the Company shall be distributed in proportion to the shareholdings of its shareholders, unless the Articles of Association provide that distributions are to be made otherwise than proportionally.

No profits shall be distributed in respect of the Company's Shares held by the Company.

Where the Company distributes profits to shareholders in violation of the provisions of laws, regulations or the Articles of Association, 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 members shall be liable for compensation.

Article 150 The Company's reserves shall be used to make up the Company's losses, to expand the Company's production and operations or to increase the Company's capital through conversion into capital. To make up for the Company's losses, the Company shall first use the discretionary surplus reserve and statutory surplus reserve; If they are insufficient, the capital reserve can be used in accordance with the regulations. When the statutory surplus reserve is converted to capital, the remaining statutory surplus reserve shall be no less than 25% of the registered capital of the Company before the capital increase.

Article 151 When a resolution is made by General Meeting on the profit distribution scheme, or the Board of Directors shall formulate a specific plan based on the conditions and upper limit of the next year's interim dividend approved at the Annual General Meeting, the dividend (or share) distribution shall be completed within 2 months.

Article 152 The Company's profit distribution policy is as follows: The profit distribution of the Company shall be made in a way that reflects the due attention to the return of investors and maintains the continuity and stability of the Company's profit distribution policy, while taking into account the long-term interests of the Company, the overall interests of all shareholders and the sustainable development of the Company, and shall be in compliance with the laws, administrative regulations, rules, normative documents, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed, as well as the relevant provisions of the Articles of Association.

Section 2 Internal Audit

Article 153 The Company shall implement the internal audit system and appoint full-time auditors to supervise its financial revenues and expenditures and economic activities through internal audit.

Article 154 The Company's internal audit system and the duties of the auditors shall be implemented upon the approval of the Board of directors. The chief auditor shall be accountable and report to the Board.

Section 3 Appointment of Accounting Firms

Article 155 The Company shall employ accounting firms that comply with the provisions of the Securities Law, the Hong Kong Listing Rules and other relevant laws, regulations, and the regulatory rules of the place where the Company's shares are listed to carry out audits of accounting statements, verification of net assets, and other related consulting services, for a period of one year, and may be reappointed upon expiration.

Article 156 The employment and dismissal of an accounting firm by the Company shall be decided by the General Meeting and shall require the approval of a majority of the valid votes held by all shareholders. The Board of Directors shall not appoint an accounting firm prior to the decision of the General Meeting, except as otherwise provided in the Articles of Association.

Article 157 If the position of accounting firm becomes vacant, the Board may appoint an accounting firm to fill such vacancy before a General Meeting is held, provided that the accounting firm so appointed shall hold office only until confirmed by a resolution of the next Annual General Meeting, but shall be eligible for reelection for a second term. During the period of vacancy, if there are other practicing accounting firms still in service within the Company, they can continue to perform their duties.

The General Meeting may remove an accounting firm before the expiry of its term of office by ordinary resolution, notwithstanding the stipulations in the contract between the Company and the firm, but without prejudice to such accounting firm's right, if any, to claim damages from the Company in respect of such dismissal.

Article 158 The accounting firm appointed by the Company shall have the following rights:

- (I) the right of access to the financial statements, account books, records or vouchers of the Company and the right to request the directors, manager and other senior management members of the Company to provide relevant information and explanations;
- (II) the right to request the Company to provide the necessary information and explanations of its subsidiaries that are required for the accounting firm to perform its duties.

Article 159 The compensation of the accounting firm is determined by the General Meeting, which requires the approval of a majority of the valid votes held by all shareholders.

Article 160 When the Company dismisses or does not renew the employment of an accounting firm, it shall give a 30-day prior notice to the accounting firm, and the accounting firm shall have the right to state its opinions at the General Meeting where a voting process concerning the dismissal of such accounting firm is carried out. Where an accounting firm tenders its resignation, it shall inform the General Meeting of whether there is any irregularity in the Company.

Where relevant laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed provide otherwise in respect of matters relating to accounting firms, such provisions shall prevail.

Chapter 8 Notice and Announcement

Section 1 Notice

Article 161 The Company's notice may be given in the following means:

- (I) by personal delivery;
- (II) by post;
- (III) by announcement;
- (IV) other means as stipulated by laws, administrative regulations, the Hong Kong Listing Rules, other regulatory rules of the place where the Company's shares are listed or the Articles of Association.

Article 162 Subject to relevant laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed and the Articles of Association, if a notice of the Company is sent by way of announcement, once public announcement is made, it is deemed that all relevant personnel have received such notice.

Article 163 The notice of the General Meeting held by the Company shall be sent by way of announcement. The notice of the meeting of the Board of Directors held by the Company shall be sent in writing, including by personal delivery, post, fax, WeChat or e-mail.

Article 164 If the notice of the Company is delivered by personal delivery, the addressee shall sign (or stamp) on the receipt of service, and the date of signature of the addressee shall be the date of service; if a notice of the Company is sent by post, the date of service shall be the third working day from the date of delivery to the post office; if a notice of the Company is sent by announcement, the date of publication of the first announcement shall be the date of service.

Article 165 The meeting and the resolution thereof shall not be null and void if the notice of the meeting fails to be delivered to or received by any person entitled to the notice due to accidental omission.

Article 166 Where Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed require the Company to send, mail, distribute, issue, publish or otherwise provide the relevant documents of the Company in English and Chinese, if the Company has made appropriate arrangements to determine whether its Shareholders wish to receive only the English version or the Chinese version and, to the extent permitted by the applicable laws and regulations (including Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed), the Company may send only the English version or only the Chinese version to the relevant Shareholders (at the Shareholders' stated wish).

Section 2 Announcement

Article 167 The Company uses the information disclosure media and websites designated by the CSRC and the regulatory rules of the place where the Company's shares are listed as the media for the publication of the Company's announcements and other information required to be disclosed.

Chapter 9 Merger, Division, Capital Increase and Reduction, Dissolution and Liquidation

Section 1 Merger, Division, and Capital Increase and Reduction

Article 168 Merger of the Company may take two forms: merger by absorption and merger by new establishment.

When a company has another company absorbed with it, it is merger by absorption, and the absorbed company shall be dissolved. The merger of two or more companies to create a new company is a merger by new establishment, and the merging parties are dissolved.

In the event of a merger between the Company and a company in which it holds 90% or more of the shares, the merger does not require a resolution by the General Meeting, but shall be considered and resolved by the Board of Directors, and the other shareholders shall be notified, who shall have the right to request the Company to acquire their equity or shares at a reasonable price.

Where the price paid for a company merger does not exceed 10% of the Company's net assets, it does not require a resolution by the General Meeting, but shall be considered and resolved by the Board of Directors, unless otherwise stipulated in the Articles of Association.

Article 169 When companies merge, the parties to the merger shall sign a merger agreement, and prepare a balance sheet and an inventory of assets. The Company shall inform its creditors of the merger within 10 days and publish an announcement on newspapers or the national enterprise credit information publicity system within 30 days after the resolution approving the merger has been adopted. The creditors shall, within 30 days from the date of receiving a notice or within 45 days from the date of the first announcement for those who have not received a notice, be entitled to require the Company to pay off its debts in full or to provide a corresponding guarantee.

Article 170 After the merger, the rights and the obligations of the merging parties shall be assumed by the company in existence or the newly established company after the merger.

Article 171 In the case of division of the Company, its property shall be divided accordingly, and a balance sheet and an inventory of assets shall be prepared. The Company shall inform its creditors of the division within 10 days and publish an announcement on newspapers or the national enterprise credit information publicity system within 30 days after the resolution approving the division has been adopted.

Article 172 Debts owed by the Company prior to the division shall be assumed by the companies in existence after the division jointly and severally, except as otherwise stated in the written agreement entered into between creditors and the Company for debt repayment prior to the division.

Article 173 Where the Company reduces its registered capital, it shall prepare a balance sheet and an inventory of assets.

The Company shall inform its creditors of the reduction in registered capital within 10 days and publish an announcement on newspapers or the national enterprise credit information publicity system within 30 days after the date on which the General Meeting adopts a resolution to reduce the registered capital. The creditors shall, within 30 days since the date of receiving a notice or within 45 days since the date of the first public announcement for those who have not received a notice, be entitled to require the Company to pay off its debts in full or to provide a corresponding guarantee.

If the Company reduces its registered capital, it shall reduce its shares in proportion to the shares held by its shareholders, unless otherwise provided by laws or if the General Meeting resolves to reduce the number of shares in accordance with other proportions.

Article 174 Where the Company still has losses after making up for the losses in accordance with the provisions of the Articles of Association or the Company Law, it may reduce its registered capital to cover the losses. Where the registered capital is reduced to make up for the losses, the Company shall not make any distribution to the shareholders, nor shall the shareholders be exempted from the obligation to pay the capital contribution or the share capital.

Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, an announcement shall be made on the newspapers or the national enterprise credit information publicity system within 30 days from the date of the resolution of the General Meeting to reduce the registered capital.

Where the Company reduces its registered capital in accordance with the provisions of the above two paragraphs, it may not distribute profits until the accumulated amount of the statutory surplus reserve and discretionary surplus reserve reaches 50% of its registered capital. Where the Company distributes profits to shareholders in violation of the relevant provisions, 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 members shall be liable for compensation.

Article 175 Where the merger or division of the Company results in a change in its registered particulars, such change shall be registered with the company registration authority according to law; Where the Company is dissolved, it shall cancel its registration according to law; Where a new company is established, its establishment shall be registered according to law.

The increase or reduction of the Company's registered capital shall be registered with the company registration authority according to law.

Section 2 Dissolution and Liquidation

Article 176 In any of the following circumstances, the Company shall be dissolved:

- (I) the business term specified in the Articles of Association expires or other grounds for dissolution as stipulated in the Articles of Association arise;
- (II) a resolution on dissolution is passed by the General Meeting;
- (III) where merger or division of the Company necessitates its dissolution;
- (IV) where the business license of the Company is revoked, or the Company is ordered to close down, or its registration is canceled, according to law;
- (V) there is severe difficulty in the operation and management of the Company, and the continued existence of the Company will have material prejudice to the interests of the shareholders and there is no other way to resolve, shareholders who hold an aggregate of over 10% of all voting rights can make a petition to the people's court to dissolve the Company.

If the Company has the reasons for dissolution specified in the above paragraph, it shall publicize the reasons for dissolution through the national enterprise credit information publicity system within 10 days.

Article 177 Where the Company is in the situations set out in items (I) and (II) of **Article 176** of the Articles of Association and has not yet distributed its property to its shareholders, it may survive by amending the Articles of Association or by a resolution of the General Meeting.

Amendments to the Articles of Association made in accordance with the provisions of the preceding paragraph shall be approved by more than 2/3 of the voting rights held by the shareholders attending the General Meeting.

Where the Company is dissolved under items (I), (II), (IV) and (V) of **Article 176** of the Articles of Association, it shall be liquidated. The directors are the obligors of the Company's liquidation and shall establish a Liquidation Committee to carry out the liquidation within 15 days from the date of the occurrence of the cause of dissolution. The Liquidation Committee shall consist of the directors, unless the Articles of Association provide otherwise or the General Meeting resolves to elect other persons. Where the liquidation obligor fails to promptly perform the liquidation obligation and causes losses to the Company or the creditors, it shall be liable for compensation.

Article 178 Upon the establishment of the Liquidation Committee, the functions and powers of the Board and the Manager shall cease immediately. During the liquidation period, the Company shall not commence any new business activities.

Article 179 The Liquidation Committee shall exercise the following functions and powers during liquidation:

- (I) to liquidate the Company's assets and prepare a balance sheet and an inventory of assets respectively;
- (II) to notify the creditors by notice or announcement;
- (III) to handle the unfinished business of the Company in connection with liquidation;
- (IV) to pay off the tax arrears and the taxes generated in the process of liquidation;
- (V) to clear up claims and debts;
- (VI) to handle the property remaining after the Company pays off its debts;
- (VII) to participate in civil litigation on behalf of the Company.

Article 180 The Liquidation Committee shall notify the creditors within 10 days since the date it is established, and publish the relevant announcements in the newspaper or the national enterprise credit information publicity system within 60 days. Creditors shall, within 30 days since the date of receiving the notice, or for those who do not receive the notice, within 45 days since the date of the public announcement, report their claims to the Liquidation Committee. When reporting claims, the creditor shall provide an explanation of matters relevant to the claims and provide the supporting evidence. The Liquidation Committee shall register the claims. During the period of declaration of claims, the Liquidation Committee shall not repay any debts to the creditors.

Article 181 After the Liquidation Committee has thoroughly liquidated the Company's assets and prepared a balance sheet and an inventory of assets, it shall formulate a liquidation plan and submit such plan to the General Meeting or the people's court for confirmation.

The remaining property of the Company after paying the liquidation expenses, wages owed to employees of the Company, social insurance premiums and statutory compensation, outstanding taxes and debts of the Company shall be distributed in proportion to the number of shares held by shareholders.

During the liquidation period, the Company still exists but shall not carry out any business activities not related to liquidation. The property of the Company shall not be distributed to the Shareholders until all liabilities have been paid off in accordance with the provisions of the preceding paragraph.

Article 182 If the Liquidation Committee, having thoroughly examined the Company's property and prepared a balance sheet and an inventory of assets, discovers that the Company's property is insufficient to pay off its debts, it shall immediately apply to the people's court for bankruptcy liquidation.

After the people's court accepts the bankruptcy application, the Liquidation Committee shall hand over the liquidation affairs to the bankruptcy administrator appointed by the people's court.

Article 183 Upon completion of the liquidation of the Company, the Liquidation Committee shall produce a liquidation report, and the statements of income and expenditure during the liquidation period and financial books, which shall be reported to the General Meeting or the relevant competent authority for confirmation.

The Liquidation Committee shall, within 30 days from the date when the General Meeting or the people's court confirms the liquidation report, legally complete the procedures for canceling the company registration with the company registration authority and make an announcement of the Company's termination.

Article 184 The Liquidation Committee members shall perform the duties of liquidation and shall have obligations of loyalty and diligence.

Where a member of the Liquidation Committee causes losses to the Company due to his/her failure in performing the liquidation duties, he/she shall be liable for compensation; where losses are caused to the creditors due to intent or gross negligence, he/she shall be liable for compensation.

Article 185 If the Company is legally declared bankrupt, the bankruptcy liquidation shall be implemented in accordance with the laws on enterprise bankruptcy.

Chapter 10 Amendments to the Articles of Association

Article 186 The Company shall amend the Articles of Association under any of the following circumstances:

- (I) after the amendment of the Company Law or other relevant laws, administrative regulations, the Hong Kong Listing Rules or the regulatory rules of the place where the Company's shares are listed, the matters provided for in these Articles of Association are inconsistent with the provisions of the amended laws, administrative regulations, the Hong Kong Listing Rules or the regulatory rules of the place where the Company's shares are listed;

(II) there has been a change to the Company, resulting in inconsistency with the contents in the Articles of Association;

(III) the General Meeting decides to amend the Articles of Association.

Article 187 The amendment to the Articles of Association approved by way of resolution at the General Meeting shall be submitted to the competent authorities for review and approval. Where the Company's registered items are involved, change to registration shall be made according to law.

Article 188 The board of directors shall amend the Articles of Association in accordance with the resolutions of the General Meeting and the approval opinions of relevant competent authorities.

Article 189 If the amendments to the Articles of Association are information required to be disclosed by laws and regulations, they shall be announced in accordance with the relevant provisions.

Chapter 11 Supplementary Provisions

Article 190 Definitions

(I) controlling shareholder refers to the shareholder as defined in the Company Law, other relevant laws and administrative regulations, the Hong Kong Listing Rules and other regulatory rules of the place where the Company's shares are listed.

(II) actual controller refers to the natural person, legal person or other organization who is able to actually control the conduct of the Company through investment relationships, agreements or other arrangements.

(III) affiliation refers to the relationship between the Controlling Shareholders, actual controllers, directors, supervisors and senior management of the Company and the enterprise directly or indirectly controlled by the Company, and other relationships that may lead to the transfer of interests of the Company, provided that the state-controlled enterprises are not affiliated only because they are controlled by the state.

Article 191 The Articles of Association are prepared in Chinese. In case of discrepancies between the articles of association of any other languages or versions and the Articles of Association, the Chinese version of the Articles of Association most recently approved and registered by the administrative department for market regulation at the Company's domicile shall prevail.

Article 192 The Company's General Meetings and Board meetings are all conducted in Chinese. The notice of the meetings is also prepared in Chinese. An English translation or an English version of the notice can be provided if necessary.

For the purpose of the Articles of Association, "above" and "within" include the number itself; while "over", "below", "more than", and "beyond" shall not include the number.

Article 193 The Articles of Association shall be interpreted by the Board of the Company.

For matters not covered in the Articles of Association, they shall be governed by relevant national laws, administrative regulations, departmental rules, the Hong Kong Listing Rules and the regulatory rules of the place where the Company's shares are listed.

Article 194 The Articles of Association shall become effective and enforceable the date on which the Company's H shares are first publicly offered and listed on the HKEX after they have been considered and approved by the General Meeting of the Company.