

UISEE Technologies (Beijing) Co., Ltd.

ARTICLES OF ASSOCIATION

May 2026

CONTENTS

Chapter 1	General Provisions	3
Chapter 2	Business Objective and Scope	4
Chapter 3	Shares.	5
Section 1	Issuance of Shares	5
Section 2	Increase, Reduction and Repurchase of Shares	10
Section 3	Transfer of Shares	11
Chapter 4	Shareholders and General Meetings	12
Section 1	General Provisions on Shareholders	12
Section 2	Controlling Shareholders and Actual Controllers	16
Section 3	General Provisions on the General Meeting	17
Section 4	Convening of the General Meeting	21
Section 5	Proposal and Notice of the General Meeting.	23
Section 6	Holding of the General Meeting	25
Section 7	Voting and Resolution of the General Meeting	29
Chapter 5	Directors and Board of Directors	34
Section 1	General Provisions on Directors	34
Section 2	Board of Directors	38
Section 3	Independent Non-executive Directors.	43
Section 4	Special Committees under the Board of Directors.	46
Chapter 6	General Manager and Other Senior Management	48
Chapter 7	Financial and Accounting System, Profit Distribution and Audit	50
Section 1	Financial and Accounting System.	50
Section 2	Internal Audit.	52
Section 3	Engagement of Accounting Firm	53
Chapter 8	Notice and Announcement	53
Section 1	Notice	53
Section 2	Announcement	54
Chapter 9	Merger, Division, Capital Increase, Capital Reduction, Dissolution and Liquidation.	55
Section 1	Merger, Division, Capital Increase and Capital Reduction	55
Section 2	Dissolution and Liquidation	57
Chapter 10	Amendments to the Articles of Association	59
Chapter 11	Supplementary Provisions	60

Chapter 1 General Provisions

Article 1 To safeguard the legitimate rights and interests of UISEE Technologies (Beijing) Co., Ltd. (hereinafter referred to as the Company), its shareholders, employees and creditors and regulate the organization and activities of the Company, and promote the establishment of a sound corporate governance structure and internal control system of the Company, these Articles are formulated pursuant to the Company Law of the PRC (hereinafter referred to as the Company Law), the Securities Law of the People's Republic of China (hereinafter referred to as the Securities Law), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the Hong Kong Listing Rules) and other relevant laws and regulations.

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

Article 3 The Company established by means of promotion and was registered with the Market Supervision and Administration Bureau of Fangshan District, Beijing and obtained its business license, with the unified social credit code 91110111MA003JG31Y.

Article 4 After filing with the China Securities Regulatory Commission (hereinafter referred to as the CSRC) on December 22, 2025 and approved by The Stock Exchange of Hong Kong Limited (hereinafter referred to as the Hong Kong Stock Exchange) on [•••], 2026, the Company made an initial public offering of [•••] H Shares, and was listed on the main board of Hong Kong Stock Exchange on [•••], 2026.

Article 5 Registered name of the Company:

Chinese name: 馭勢科技(北京)股份有限公司

English name: UISEE Technology (Beijing) Co., Ltd.

Article 6 Domicile address of the Company: Room 101, 1/F, Yuan Building 1, No. 85 Hongan Road, Fangshan District, Beijing, China.

Zip code: 102402.

Article 7 The registered capital of the Company is RMB[•••].

Article 8 The Company is a permanently existing joint stock limited company.

Article 9 The director conducting company affairs on behalf of the Company is the legal representative of the Company. If the director who serves as the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the Company shall appoint a new legal representative within 30 days from the date of resignation of the legal representative.

Article 10 The legal consequences of civil activities conducted by the legal representative in the name of the Company shall be borne by the Company. Restrictions on the powers of the legal representative under these Articles or by the general meeting shall not be asserted against a bona fide counterparty. If the legal representative causes damage to others while performing his/her duties, the Company shall bear civil liability. After assuming civil liability, the Company may claim reimbursement from the legal representative who is at fault in accordance with the law or the provisions of these Articles.

Article 11 The liability of the shareholders for the Company is limited to the extent of the shares they subscribe for and the liability of the Company for its own debts is limited to all the properties it owns.

Promoters shall make full payment for the shares they have subscribed for prior to the establishment of the Company.

Article 12 These Articles shall, from their effective date, constitute a legally binding document regulating the organization and conduct of the Company, and the rights and obligations between the Company and its shareholders and among the shareholders inter se, and shall be legally binding on the Company, its shareholders, directors and senior management. Pursuant to these Articles, shareholders may institute legal proceedings against shareholders, against directors and senior management of the Company, and against the Company, while the Company may institute legal proceedings against shareholders, directors and senior management.

Article 13 Senior management mentioned in these Articles refers to the Company's general manager, deputy general manager, chief financial officer, secretary of the board of directors, and other persons expressly specified by the board of directors as senior management of the Company.

Article 14 In accordance with the provisions of the Constitution of the Communist Party of China, the Company shall establish a Communist Party organization and carries out Party activities. The Company shall provide necessary conditions for the activities of the Party organization.

Chapter 2 Business Objective and Scope

Article 15 The Company's business objectives are to conduct various operations in accordance with relevant laws and regulations, continuously improve the Company's operation and management level and core competitiveness, maximize shareholders' equity and corporate value, and create favorable economic and social benefits.

Article 16 Upon registration in accordance with the laws, the business scope of the Company includes:

Technical services, technology development, technical consultancy, technical exchange, technology transfer, technology promotion; automobile sales; new energy vehicle sales; wholesale of automobile parts and components; retail of automobile parts and components; sales of automobile decoration products; sales of new energy vehicle battery swap facilities; sales of new energy vehicle electrical accessories; manufacturing of intelligent in-vehicle devices; sales of intelligent in-vehicle devices; wholesale of computer software, hardware and auxiliary equipment; retail of computer software, hardware and auxiliary equipment; software sales; software development; import and export of goods; technology import and export; import and export agency; engineering and technology research and experimental development; AI industry application system integration services.

Chapter 3 Shares

Section 1 Issuance of Shares

Article 17 Shares of the Company take the form of registered share certificates.

Article 18 Shares shall be issued in an open, fair and equitable manner. The same class of shares must carry equal rights.

Shares of the same class issued at the same time must be issued on the same conditions and at the same price; the same price per share shall be paid by a subscriber.

Article 19 The shares with par value issued by the Company are denominated in RMB, with a par value of RMB0.1 per share.

Article 20 The shares issued by the Company are centrally deposited with China Securities Depository and Clearing Corporation Limited or other securities depository as required by law.

Article 21 The H shares issued by the Company and listed on the Hong Kong Stock Exchange are approved for listing on the Hong Kong Stock Exchange, have a par value denominated in RMB, and are subscribed to and traded in Hong Kong dollars.

Article 22 The total number of shares issued upon the establishment of the Company was 14,802,382 shares, and the amount of each par value share was RMB1. The promoters of the Company, the number of shares subscribed for by each promoter, their respective shareholding percentages, and the method of capital contribution are as detailed in the table below:

No.	Promoter shareholders	Number of shares subscribed for (shares)	Percentage of shareholding	Method of capital contribution	Date of capital contribution
1	Wu Gansha	2,434,174	16.4445%	Net assets converting into shares	October 31, 2024
2	Beijing Simaju Technology Center (Limited Partnership)	1,411,112	9.5330%	Net assets converting into shares	October 31, 2024
3	Beijing Deep Glint Technology Co., Ltd.	1,167,793	7.8892%	Net assets converting into shares	October 31, 2024
4	Jiang Yan	705,556	4.7665%	Net assets converting into shares	October 31, 2024

No.	Promoter shareholders	Number of shares subscribed for (shares)	Percentage of shareholding	Method of capital contribution	Date of capital contribution
5	Century Gateway Investment Limited	574,277	3.8796%	Net assets converting into shares	October 31, 2024
6	Ningbo Lanting Shiling Investment Partnership (Limited Partnership)	518,792	3.5048%	Net assets converting into shares	October 31, 2024
7	Shaanxi Xike Angel Phase III Commercial Consultancy Partnership (Limited Partnership)	511,039	3.4524%	Net assets converting into shares	October 31, 2024
8	Sinovation Fund III, L.P.	506,570	3.4222%	Net assets converting into shares	October 31, 2024
9	Nanjing CICC Qihong Investment Fund Partnership (Limited Partnership)	431,423	2.9146%	Net assets converting into shares	October 31, 2024
10	Chongqing Science City Investment Holding Co., Ltd.	405,545	2.7397%	Net assets converting into shares	October 31, 2024
11	Gongqingcheng Xinding Huaqi No. 1 Equity Investment Partnership (Limited Partnership)	374,004	2.5266%	Net assets converting into shares	October 31, 2024
12	Zhou Xin	352,778	2.3833%	Net assets converting into shares	October 31, 2024
13	Peng Jinzhan	352,778	2.3833%	Net assets converting into shares	October 31, 2024
14	Shanghai State-owned Enterprise Reform and Development Equity Investment Fund Partnership (Limited Partnership)	324,984	2.1955%	Net assets converting into shares	October 31, 2024
15	CDBC Manufacturing Transformation and Upgrading Fund (Limited Partnership)	312,060	2.1082%	Net assets converting into shares	October 31, 2024
16	Hubei High Quality Development Industry Investment Fund Partnership (Limited Partnership)	269,087	1.8179%	Net assets converting into shares	October 31, 2024
17	Bosch (Shanghai) Venture Capital Investment Co., Ltd.	259,002	1.7497%	Net assets converting into shares	October 31, 2024

No.	Promoter shareholders	Number of shares subscribed for (shares)	Percentage of shareholding	Method of capital contribution	Date of capital contribution
18	Zhuhai GF Yunyi Smart Car Industry Fund (Limited Partnership)	230,574	1.5577%	Net assets converting into shares	October 31, 2024
19	Zhao Yong	211,668	1.4300%	Net assets converting into shares	October 31, 2024
20	Xinzhifeng (Wuhan) Equity Investment Fund Partnership (Limited Partnership)	202,772	1.3699%	Net assets converting into shares	October 31, 2024
21	Taizhou Shengsheng Equity Investment Partnership (Limited Partnership)	201,546	1.3616%	Net assets converting into shares	October 31, 2024
22	Shenzhen Capital Group Co., Ltd.	195,038	1.3176%	Net assets converting into shares	October 31, 2024
23	Beijing Z-Park Longmen Fund Investment Center (Limited Partnership)	195,037	1.3176%	Net assets converting into shares	October 31, 2024
24	Ningbo Meishan Bonded Logistics Park Tengyun Yuansheng Equity Investment Partnership (Limited Partnership)	195,037	1.3176%	Net assets converting into shares	October 31, 2024
25	Beijing Phase II CAS Star Hard Technology Venture Capital Partnership (Limited Partnership)	195,037	1.3176%	Net assets converting into shares	October 31, 2024
26	Beijing Smart Cloud City Investment Fund Center (Limited Partnership)	194,991	1.3173%	Net assets converting into shares	October 31, 2024
27	CAS-Tech Fund I L.P	182,417	1.2323%	Net assets converting into shares	October 31, 2024
28	Jiaxing Jiayao Venture Capital Partnership (Limited Partnership)	182,020	1.2297%	Net assets converting into shares	October 31, 2024
29	Shaanxi Big Data Industry Investment Fund Partnership (Limited Partnership)	172,931	1.1683%	Net assets converting into shares	October 31, 2024
30	Zhen Partners IV (HK) Limited	138,345	0.9346%	Net assets converting into shares	October 31, 2024

No.	Promoter shareholders	Number of shares subscribed for (shares)	Percentage of shareholding	Method of capital contribution	Date of capital contribution
31	Yusheng Future (Zhuhai) Equity Investment Partnership (Limited Partnership)	134,543	0.9089%	Net assets converting into shares	October 31, 2024
32	CITIC Securities Investment Co., Ltd.	134,543	0.9089%	Net assets converting into shares	October 31, 2024
33	Xiangjiang Industrial Investment Co., Ltd.	129,994	0.8782%	Net assets converting into shares	October 31, 2024
34	Tianjin Haihe Hongtu Investment Fund Partnership (Limited Partnership)	117,023	0.7906%	Net assets converting into shares	October 31, 2024
35	Jiangsu Zhongde Services Trade Industry Investment Fund (Limited Partnership)	117,023	0.7906%	Net assets converting into shares	October 31, 2024
36	Beijing Yintai Jiahe Venture Capital Investment Co., Ltd.	115,287	0.7788%	Net assets converting into shares	October 31, 2024
37	Zhuhai GF Xinde Environment Protection Industry Investment Fund Partnership (Limited Partnership)	108,370	0.7321%	Net assets converting into shares	October 31, 2024
38	Suzhou Hengtong Datai Big Data Industry Fund Partnership (Limited Partnership)	89,717	0.6061%	Net assets converting into shares	October 31, 2024
39	Henan Keyuan Shenneng Clean Energy Equity Investment Fund Partnership (Limited Partnership)	78,015	0.5270%	Net assets converting into shares	October 31, 2024
40	Xiamen Oak Forest Energy Saving and Environmental Protection Venture Capital Fund Partnership (Limited Partnership)	78,015	0.5270%	Net assets converting into shares	October 31, 2024
41	Chongqing Liangjiang New Area Innovative Service Industry Equity Investment Fund Partnership (Limited Partnership)	78,015	0.5270%	Net assets converting into shares	October 31, 2024
42	Xiamen Datai Core Stone Venture Capital Partnership (Limited Partnership)	39,008	0.2635%	Net assets converting into shares	October 31, 2024
43	Shanghai Jinshan Hongtu Venture Capital Investment Center (Limited Partnership)	39,007	0.2635%	Net assets converting into shares	October 31, 2024

No.	Promoter shareholders	Number of shares subscribed for (shares)	Percentage of shareholding	Method of capital contribution	Date of capital contribution
44	Liyang Hongtu New Economy Venture Capital Fund Partnership (Limited Partnership)	39,007	0.2635%	Net assets converting into shares	October 31, 2024
45	Beijing Qingshan Enterprise Angel Investment Partnership	35,003	0.2365%	Net assets converting into shares	October 31, 2024
46	Wang Yanmin	26,254	0.1774%	Net assets converting into shares	October 31, 2024
47	Changzhou Hongtu Human Resources Investment Partnership (Limited Partnership)	19,504	0.1318%	Net assets converting into shares	October 31, 2024
48	Chen Xuetao	8,749	0.0591%	Net assets converting into shares	October 31, 2024
49	Zhuhai Kangyuan Investment Enterprise (Limited Partnership)	6,918	0.0467%	Net assets converting into shares	October 31, 2024
	Total	14,802,382	100.0000%	–	

Article 23 The number of issued shares of the Company is [••], all of which are ordinary shares.

Article 24 The Company or subsidiaries of the Company (including the affiliated enterprises of the Company) shall not provide any gifts, loans, guarantees, or other financial assistance for persons to obtain shares of the Company or its parent company, except for the implementation of employee share ownership scheme by the Company.

In the interests of the Company, the Company may, by resolution of the general meeting, or by resolution of the board of directors in accordance with these Articles or the authorization of the general meeting, provide financial assistance to others for the acquisition of shares in the Company or its parent company, provided that the cumulative total amount of such financial assistance shall not exceed 10% of the total issued share capital. The resolutions of the board of directors shall be approved by no less than two-thirds of the total number of directors.

Where any losses are caused to the Company in 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 25 The Company may, based on its operating and development needs, increase its capital in the following ways pursuant to the requirements of laws and regulations and subject to the resolutions separately passed at the general meetings:

- (I) by offering shares to unspecified objects;
- (II) by offering shares to specified objects;
- (III) by allotting bonus shares to its existing shareholders;
- (IV) by converting common reserve fund into share capital;
- (V) by any other means which is stipulated by law and administrative regulations and approved by the competent authority.

Article 26 The Company may reduce its registered capital. The Company shall reduce its registered capital in accordance with the Company Law and other relevant regulations as well as the procedures stipulated in these Articles. Shareholders may reduce their shares without necessarily doing so in proportion to their respective shareholdings.

Article 27 The Company shall not repurchase its shares except in the following circumstances:

- (I) to reduce its registered capital;
- (II) to merge with another company that holds the shares;
- (III) to utilize shares in the employee share ownership scheme or for share incentive;
- (IV) to acquire the shares upon request by shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company;
- (V) to use the shares in the conversion of the convertible corporate bonds issued by the Company;
- (VI) necessary for the Company to protect its value and the shareholders' equity;
- (VII) other circumstances permitted by laws, regulations and regulatory rules of the place where the Company's shares are listed.

Article 28 The Company may acquire its own shares through public centralized trading methods, or through other methods recognized by the provisions of laws, administrative regulations, and the regulatory authorities of the place where the Company's shares are listed.

Where the Company acquires its own shares due to the circumstances stipulated in items (III), (V), and (VI) of paragraph 1 under Article 27 of these Articles, it shall do so through public centralized trading methods.

Article 29 Where the Company repurchases its shares under the circumstances set out in items (I) and (II) of paragraph 1 under Article 27 of these Articles, it shall be subject to the resolution of the general meeting; where the Company repurchases its shares under the circumstances set out in items (III), (V) and (VI) of paragraph 1 under Article 27 of these Articles, it shall be subject to the resolution of the Board meeting attended by more than two-thirds of the directors in accordance with the provisions of these Articles or the authorization of the general meeting.

The shares repurchased by the Company in accordance with the paragraph 1 under Article 27 of these Articles, and subject to compliance with the applicable regulatory rules of the place where the Company's shares are listed, shall be processed in the following ways: for the circumstance in item (I), such shares shall be canceled in ten days after the date of repurchase; for the circumstance in item (II) or (IV), such shares shall be transferred or canceled in six 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 in three years.

Section 3 Transfer of Shares

Article 30 The Company's shares shall be transferred in accordance with the law.

All the transfers of H shares shall be effected by written instruments of transfer in an ordinary or common form or in any other form acceptable to the board of directors (including the standard transfer format or form of transfer provided by Hong Kong Stock Exchange from time to time). The instruments of transfer may be signed by hand only or (where the transferor or transferee is a corporation) by the company seal. Where the transferor or transferee is a recognized clearing house as defined by the relevant regulations under the law of Hong Kong from time to time or its nominee, the form of transfer may be signed by hand or in a machine-imprinted format. All instruments of transfer shall be placed at the legal address of the Company or at such address as the Board may designate from time to time.

Article 31 The Company shall not accept its own shares as collateral.

Article 32 Shares of the Company issued prior to the public issue of shares may not be transferred within one year of the date of the Company's listing on a stock exchange.

The directors and senior management of the Company shall regularly declare the number of shares held by them and the relevant changes. The number of shares transferred each year during their term of office shall not exceed 25% of the total number of shares of the Company held by them. The shares of the Company held by them shall not be transferred within one year as of the listing date of the shares of the Company. The shares of the Company held by them shall not be transferred within six months after their resignation.

Where the rules of the stock exchange where the Company's shares are listed have other provisions on the transfer of shares, such provisions shall also be complied with.

Article 33 Where the Company's shareholders who hold 5% or more of the Company's shares, directors or senior managers sell the Company's shares or other securities with the nature of equity which they hold within six months of the relevant purchase, or purchase any share they have sold within six months of the relevant sale, the proceeds generated therefrom shall be incorporated into the profits of the Company, and the board of directors of the Company shall recover the proceeds. However, the following circumstances shall be excluded where a securities company holds 5% or more of the shares of the Company due to its purchase of any remaining shares under best efforts underwriting or where the provisions of the CSRC are applicable. Where the rules of the stock exchange where the Company's shares are listed have other provisions on the transfer of H shares, such provisions shall also be complied with.

Shares or other securities with the nature of equity held by directors, senior management and natural person shareholders as mentioned in the preceding paragraph include shares or other securities with the nature of equity held by their spouses, parents or children, and held by them by using other people's accounts.

If the board of directors of the Company fails to comply with the first paragraph of this Article, the shareholders are entitled to request the board of directors to do so within thirty days. If the board of directors of the Company fails to comply within the aforesaid period, the shareholders are entitled to initiate litigation directly in the people's court in their own names for the interest of the Company.

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

Chapter 4 Shareholders and General Meetings

Section 1 General Provisions on Shareholders

Article 34 The Company shall establish a register of shareholders with the information provided by the securities registration authority. The register of shareholders shall be sufficient evidence of the holding of the shares of the Company by the shareholders. A shareholder shall enjoy the rights and assume the obligations attached to the class of shares held. Shareholders holding the same class of shares shall be entitled to the same rights and assume equal obligations.

The original of the register of shareholders of H shares shall be kept in Hong Kong for inspection by the shareholders, however, the Company may be allowed to, in accordance with equivalent provisions under Section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), suspend the registration of shareholders.

Any shareholder who is registered in, or any person who requests to have his/her name entered in, the register of shareholders may, if his/her share certificate(s) is/are lost, apply to the Company for reissuing new share certificate(s) in respect of such shares.

If a shareholder of overseas listed foreign shares loses his/her share certificate(s) and applies for reissuing, it may be processed in accordance with the laws, the rules of the stock exchange and other relevant regulations of the place where the original of the register of shareholders of overseas listed foreign shares is maintained.

Article 35 When the Company convenes a general meeting, distributes dividends, conducts liquidation and is engaged in other acts requiring confirmation of the identity of shareholders, the board of directors or the convener of the general meeting shall determine the record date. The shareholders whose names appear on the register of shareholders after the trading hours of the record date are those entitled to relevant rights and interests.

Article 36 Shareholders of the Company shall entitle the following rights:

- (I) to receive dividends and other forms of profit distribution according to the proportion of shares they hold;
- (II) to request, convene, hold, participate or authorize proxies to attend general meeting, and to exercise voting rights according to the proportion of shares they hold;
- (III) to supervise the business operations of the Company and to make suggestions or inquiries;
- (IV) to transfer, give or pledge the shares held by them in accordance with the laws, administrative regulations, the relevant provisions of the securities regulatory authority and the stock exchange of the place where the Company's shares are listed, and the provisions of these Articles;
- (V) to inspect and copy these Articles, the register of shareholders, minutes of general meetings, resolutions of board meetings and financial accounting reports; qualified shareholders may consult the Company's accounting books and accounting vouchers;
- (VI) to participate in the distribution of the remaining property of the Company according to the proportion of shares they hold when the Company is terminated or liquidated;
- (VII) to require the Company to buy back its shares in the event that shareholders objecting to resolutions of the general meeting concerning merger or division of the Company satisfy the requirements of these Articles and relevant laws and regulations on the procedures for share buy-back by the Company;
- (VIII) to inspect the Hong Kong branch of register of shareholders of the Company; however, the Company may, in accordance with equivalent provisions under Section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), suspend the registration of shareholders;
- (IX) other rights as provided by laws, administrative regulations, departmental rules or these Articles.

Article 37 A shareholder who requests to consult or make copies of the relevant materials of the Company shall comply with the provisions of the Company Law, the Securities Law and related laws and administrative regulations. A shareholder requesting for inspection and copying of information or access to materials referred to in the preceding Article shall produce to the Company written documents evidencing the class and number of shares that the shareholder holds. The Company shall provide such information and materials as requested by the shareholder after confirming the identity of the shareholder.

Article 38 Where the contents of the resolutions of the general meeting or the board of directors of the Company violate laws and administrative regulations, the shareholders have the right to request the people's court to deem such contents invalid.

If the convening procedures or voting methods of the general meeting or the meetings of board of directors violate laws, administrative regulations or these Articles, or the contents of the resolution violate these Articles, the shareholders have the right to request the people's court to revoke such resolution within sixty days from the date of making such resolution, except for those minor defects in the convening procedures or voting methods of a general meeting and a meeting of the board of directors without material effect on the resolutions.

If the board of directors, shareholders and other relevant parties have disputes over the validity of the resolution of the general meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a judgment or ruling such as revoking the resolution, the relevant parties shall implement the resolution of the general meeting. The Company, directors and senior management shall perform their duties earnestly to ensure the normal operation of the Company.

Where the people's court makes a judgment or ruling on relevant matters, the Company shall, in accordance with laws, administrative regulations, the provisions of the CSRC and the stock exchanges, fulfill its information disclosure obligations, fully explain the impact, and actively cooperate with the implementation of the judgment or ruling after it becomes effective. If it involves correction of previous matters, it will be handled promptly and the corresponding information disclosure obligations will be fulfilled.

Article 39 The resolution of the general meeting and the board of directors of the Company shall be invalid under any of the following circumstances:

- (I) failure to convene a general meeting or a meeting of the board of directors to make a resolution;
- (II) failure to vote on the resolution matters at the general meetings and the meetings of the board of directors;
- (III) the number of persons attending the meeting or the number of voting rights held by them does not reach the number of persons or the number of voting rights held by them as stipulated in the Company Law or these Articles;
- (IV) the number of persons who agree on the resolution matters or the number of voting rights held by them does not reach the number of persons or the number of voting rights held by them as stipulated in the Company Law or these Articles.

Article 40 If a director or senior management other than a member of the audit committee violates the provisions of the laws, administrative regulations or these Articles in performing the duties of the Company and causes losses to the Company, shareholders who individually or collectively hold more than one percent of the Company's shares for more than 180 consecutive days have the right to request the audit committee in writing to file a lawsuit with the people's court; if the audit committee violates the provisions of the laws, administrative regulations or these Articles in performing the duties of the Company and causes losses to the Company, the aforementioned shareholders may request the board of directors in writing to bring a lawsuit to the people's court.

If the audit committee or the board of directors refuses to bring a lawsuit after receiving the written request of the shareholders specified in the preceding paragraph, or fails to bring a lawsuit within thirty days from the date of receipt of the request, or if the situation is urgent and the failure to bring a lawsuit promptly will cause irreparable damage to the interests of the Company, the shareholders specified in the preceding paragraph have the right to bring a lawsuit directly to the people's court in their own name for the benefit of the Company.

Where the persons who infringe upon the legitimate rights and interests of the Company and cause losses to the Company, the shareholders specified in the first paragraph of this Article may bring a lawsuit to the people's court in accordance with the provisions of the preceding two paragraphs.

If the directors, supervisors and senior management of a wholly-owned subsidiary of the Company violate the provisions of laws, administrative regulations or these Articles in performing the duties, causing losses to the Company, or if there are persons who infringe on the legitimate rights and interests of a wholly-owned subsidiary of the Company and causing losses, shareholders individually or collectively holding more than one percent of the shares of the Company for more than 180 consecutive days may, in accordance with the provisions of the first three paragraphs of Article 189 of the Company Law, request in writing the board of supervisors or the board of directors of the wholly-owned subsidiary to bring a lawsuit with the people's court or directly bring a lawsuit with the people's court in their own name.

Article 41 If a director or a senior management member violates the provisions of the laws, administrative regulations or these Articles and damages the interests of the shareholders, the shareholders may bring a lawsuit to the people's court.

Article 42 Shareholders of the Company shall assume the following obligations:

- (I) to abide by the laws and administrative regulations and these Articles;
- (II) to make a capital contribution according to the shares they subscribe for and the capital participation method;
- (III) not to withdraw shares unless otherwise provided by laws and regulations;

- (IV) to abide by laws, administrative regulations and the Articles of Association and exercise the rights of shareholders in accordance with the law, and not to abuse their shareholders' rights to harm the Company's or other shareholders' interests; not to abuse the Company's independent legal person status or the shareholders' limited liability to harm the interests of the Company's creditors;
- (V) other obligations to be assumed by the shareholders according to the laws and administrative regulations and these Articles.

Article 43 If a shareholder abuses his/her shareholder rights and causes a loss to the Company or other shareholders, he or she shall be held liable for damages in accordance with laws. If a shareholder abuses the independent legal person status of the Company or the limited liability of shareholders in order to evade debts and thereby seriously damages the interests of the Company's creditors, he or she shall assume joint and several liability for the Company's debts.

Section 2 Controlling Shareholders and Actual Controllers

Article 44 The controlling shareholders and actual controllers of the Company shall exercise their rights, perform their obligations and safeguard the interests of the listing company in accordance with laws, administrative regulations, the provisions of the CSRC and the stock exchange.

Article 45 The controlling shareholders and actual controllers of the Company shall comply with the following provisions:

- (I) exercise shareholder rights in accordance with the law, and shall not abuse control rights or use related relationships to damage the legitimate rights and interests of the Company or other shareholders;
- (II) strictly fulfill the public statements and each commitments made, and shall not arbitrarily change or exempt them;
- (III) strictly perform the information disclosure obligations in accordance with relevant provisions, actively cooperate with the Company to disclose information, and promptly inform the Company of major events that have occurred or are intended to occur;
- (IV) shall not occupy the Company's capitals in any manner;
- (V) shall not force, instigate, or request the Company and relevant personnel to provide guarantees in violation of laws and regulations;
- (VI) shall not use undisclosed material information of the Company to seek benefits, shall not disclose undisclosed material information related to the Company in any manner, and shall not engage in behaviors in violation of laws and regulations such as insider trading, short-term trading, market manipulation;

- (VII) shall not damage the legitimate rights and interests of the Company and other shareholders through any manner such as unfair connected transactions, profit distribution, asset restructuring and external investment;
- (VIII) ensure the integrity of assets and the independence of the personnel, finance, institutions and business of the Company, and shall not affect the independence of the Company in any manner;
- (IX) laws, administrative regulations, the provisions of the CSRC, the business rules of the stock exchange and other provisions of these Articles.

Where the controlling shareholders or actual controllers of the Company do not act as directors of the Company but actually execute the affairs of the Company, the provisions of these Articles regarding the obligation of loyalty and diligence of the directors shall apply.

If the controlling shareholders or actual controllers of the Company instruct directors or senior management personnel to engage in acts that harm the interests of the Company or shareholders, they shall bear joint liability with such directors or senior management personnel.

Article 46 Where the controlling shareholders or actual controllers pledge shares of the Company held by them or actually controlled by them, they shall maintain the control right and the stability of production and operation of the Company.

Article 47 Where controlling shareholders or actual controllers transfer shares of the Company held by them, they shall comply with the restrictive provisions on share transfer as set out in the laws, administrative regulations, the provisions of the CSRC and stock exchange, and the undertakings made by them in respect of the restricted share transfer.

Section 3 General Provisions on the General Meeting

Article 48 The general meeting of the Company is composed of all shareholders. The general meeting acts as the organ of authority of the Company which, according to laws, exercises the following functions and power:

- (I) to elect and replace the directors and decide on matters relating to the remuneration of the directors;
- (II) to review and approve the reports of the board of directors;
- (III) to review and approve the Company's profit distribution plans and loss recovery plans;
- (IV) to decide on the increase or reduction of the Company's registered capital, as well as the issuance of any type of shares, warrants, and other similar securities;
- (V) to decide on the issue of bonds by the Company;

- (VI) to decide on merger, division, dissolution, liquidation (including voluntary liquidation) of the Company, or changes in the form of the Company;
- (VII) to amend these Articles;
- (VIII) to decide on the appointment or dismissal of the accounting firms that undertakes the auditing of the Company;
- (IX) to review and approve the security-related matters stipulated in Article 50 of these Articles;
- (X) to review the matters of purchase, sale by the Company within one year of significant assets exceeding 30% of the latest audited total assets of the Company;
- (XI) to review and approve the related party transaction matters (except for receipt of a donation in the form of cash assets and granting of guarantee by the Company) the amount of which between the Company and any of its related parties is more than RMB30 million and accounts for more than 5% of the absolute value of the latest audited net assets of the Company;
- (XII) to review and approve the change of the use of the raised funds;
- (XIII) to review stock incentive plans and employee stock ownership plans;
- (XIV) to review other matters which, according to laws, administrative regulations, departmental rules or these Articles, are subject to shareholders' approval in general meetings;
- (XV) other matters required by the listing rules of the stock exchange of the place where the Company's shares are listed.

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

Except as otherwise provided by laws, administrative regulations, the provisions of the CSRC or the rules of the stock exchange, the functions and powers of the general meeting mentioned above shall not be exercised by the board of directors or other institutions and individuals through the manner of authorization.

Article 49 The following transactions of the Company (except for receipt of a donation in the form of cash assets) shall be reviewed and approved by the general meeting (where any data involved in the following calculation is negative, take its absolute value as the calculation data):

- (I) the total amount of the assets involved in the transaction accounts for more than 50% of the latest audited total assets of the Company, if both book value and estimated value exists, the higher one shall prevail;

- (II) the operating income related to the subject matter of the transaction (such as equity) in the last fiscal year accounts for more than 50% of the audited operating income of the Company in the last fiscal year, and the absolute amount exceeds RMB50 million;
- (III) the net profit related to the subject matter of the transaction (such as equity) in the last fiscal year accounts for more than 50% of the audited net profit of the Company in the last fiscal year, and the absolute amount exceeds RMB5 million;
- (IV) the transaction amount (including assumed debts and expenses) accounts for more than 50% of the latest audited net assets of the Company, and the absolute amount exceeds RMB50 million;
- (V) the profit generated from the transaction accounts for more than 50% of the audited net profit of the Company in the last fiscal year, and the absolute amount exceeds RMB5 million.

Transaction matters in this Article refer to: purchase or sale of assets; external investment (including entrusted wealth management, entrusted loans, investment in subsidiaries, joint ventures, associates, investment in held-for-trading financial assets, available-for-sale financial assets, holding to mature investment, etc.); providing financial assistance; leasing in or out of assets; entering into management contracts (including granting of entrusted operation and receiving entrusted operation, etc.); donating or receiving a donation in the form of assets; debtor debt restructuring; transfer of research and development projects; signing licensing agreements; other transactions as specified in the Articles of Association, resolutions of general meetings and relevant laws and regulations and normative documents. The above-mentioned purchases and sales of assets do not include the purchase of raw materials, fuel and power, and the sale of products, commodities and other assets related to daily operations, but the assets exchange involving the purchase or sale of such assets are still included.

In a transaction to “purchase or sell assets”, the higher of the total assets or the transaction amount shall be used as the calculation standard, and shall be calculated cumulatively over a period of twelve consecutive months according to the type of transaction. If the cumulative calculation reaches 30% of the latest audited total assets, the transaction shall be submitted to the general meeting for consideration and approved by more than two-thirds of the voting rights held by shareholders attending the meeting. If relevant obligations have been fulfilled in accordance with the aforementioned provisions, they will no longer be included in the scope of cumulative calculation.

Article 50 The following external guarantee activities of the Company must be reviewed and approved by the general meeting:

- (I) any guarantee provided after the total amount of external guarantees of the Company and its controlled subsidiaries exceeds 50% of the Company’s latest audited net assets;

- (II) any guarantee provided after the total amount of external guarantees of the Company exceeds 30% of the Company's latest audited total assets;
- (III) guarantees where the amount of guarantees provided by the Company within one year exceeds 30% of the Company's latest audited total assets;
- (IV) guarantees provided for guarantee recipients with a debt-to-asset ratio exceeding 70%;
- (V) guarantees where the amount of a single guarantee exceeds 10% of the Company's latest audited net assets;
- (VI) guarantees provided for shareholders, actual controllers, and their related parties;
- (VII) other guarantees that need to be reviewed and approved by the general meeting as stipulated by laws, regulations, the regulatory rules of the place where the Company's shares are listed, or the provisions of these Articles.

When the Company provides guarantee for the Company's shareholders or actual controllers, such shareholders or shareholders controlled by the actual controllers shall not participate in the voting on such matters, and such voting shall be approved by more than half of the voting rights held by other shareholders attending the meeting.

Guarantee matters other than the above shall be reviewed and approved by the board of directors.

When the board of directors reviews the above guarantee matters, it must be reviewed and approved by more than two-thirds of the directors attending the board meeting. When the general meeting reviews the guarantee matters specified in item (III) of the first paragraph of this Article, it must be approved by more than two-thirds of the voting rights held by the shareholders attending the meeting.

Where a director, general manager or other senior management personnel violates the laws and regulations or the provisions of the Articles of Association concerning the review and approval authority and deliberation procedures for external guarantee matters, and causes losses to the Company, he/she shall be liable for compensation, and the Company may bring lawsuits against him/her according to law.

If there are special provisions in the listing rules of the place where the Company's shares are listed, such provisions shall prevail.

Article 51 The general meetings are divided into the annual general meetings and the extraordinary general meetings. An annual general meeting shall be held once a year and shall be convened within six months after the end of the previous fiscal year.

Article 52 The Company shall convene an extraordinary general meeting within two months in any of the following cases:

- (I) when the number of directors is less than the number prescribed by the Company Law or less than two-thirds of the amount required by these Articles;
- (II) when the Company's uncovered losses amount to one-third of the total paid-up share capital;
- (III) when shareholders, individually or collectively, holding more than ten percent of the shares of the Company request;
- (IV) when the board of directors deems it necessary;
- (V) when the audit committee proposes to convene it;
- (VI) other circumstances as stipulated by the provisions of laws, administrative regulations, departmental rules, Hong Kong Listing Rules or these Articles.

Article 53 The venue of a general meeting shall be the domicile address of the Company or other venue specified in the notice of the Company's general meeting.

A meeting venue shall be established for the general meeting and the meeting shall be held in the form of on-site meeting. On the premise of complying with applicable laws, regulations and the listing rules of the place where the Company's shares are listed, the general meeting may also be held through telephone, electronic equipment or other communication facilities that allow all attending persons to communicate with each other simultaneously, and participation in such meetings shall constitute attendance at such meetings. The Company will provide convenience for shareholders to attend the general meeting in other ways where applicable in accordance with the provisions of laws, administrative regulations, the securities regulatory authority of the place where the Company's shares are listed, the Hong Kong Listing Rules or these Articles. Unless otherwise decided by the board of directors, the method of convening and the meeting procedures of the general meeting set out in this Article shall apply, mutatis mutandis, to general meetings held solely by electronic means or by mixed meeting means.

Once the notice of the general meeting is issued, the venue of the meeting shall not be changed without valid reasons. If it is necessary to change the venue, the convener shall make an announcement and provide reasons thereof at least two working days before the date of the on-site meeting.

Section 4 Convening of the General Meeting

Article 54 The board of directors shall convene the general meeting within the prescribed time limit, unless otherwise provided by laws and regulations such as the Company Law, the listing rules of the place where the Company's shares are listed and these Articles.

Article 55 With the consent of more than half of all independent non-executive directors, independent non-executive directors have the right to propose to the board of directors the convening of an extraordinary general meeting. In response to a proposal from independent non-executive directors to convene an extraordinary general meeting, the board

of directors shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules and these Articles, provide written feedback within ten days after receiving the proposal to agree or disagree with the convening of the extraordinary general meeting. If the board of directors agrees to convene an extraordinary general meeting, it will issue a notice of the convening of the general meeting within five days after making a resolution of the board of directors; if the board of directors disagrees to convene an extraordinary general meeting, it shall state the reasons and make an announcement.

Article 56 The audit committee has the right to propose to the board of directors to convene an extraordinary general meeting, and shall make such proposal in writing. The board of directors shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules and these Articles, provide written feedback on whether it agrees or disagrees with the convening of an extraordinary general meeting within ten days after receiving the proposal.

If the board of directors agrees to convene an extraordinary general meeting, it will, within five days after making a resolution of the board of directors, issue a notice to convene the general meeting, and any changes to the original proposal in the notice shall be subject to the consent of the audit committee.

If the board of directors does not agree to convene an extraordinary general meeting, or does not provide feedback within ten days after receiving the proposal, it shall be deemed that the board of directors is unable or unwilling to perform its duty to convene the general meeting. In such case, the audit committee may convene and chair the meeting on its own.

Article 57 A shareholder or shareholders holding individually or collectively more than ten percent of the Company's share who request the board of directors to convene an extraordinary general meeting shall make the request in writing to the board of directors. The board of directors shall, in accordance with the provisions of laws, administrative regulations, the Hong Kong Listing Rules and these Articles, provide written feedback within ten days after receiving the request, whether it agrees or does not agree to convene an extraordinary general meeting.

If the board of directors agrees to convene an extraordinary general meeting, it shall, within five days after making a resolution of the board of directors, issue a notice to convene the general meeting, and any changes to the original request in the notice shall be subject to the consent of the shareholders concerned.

If the board of directors does not agree to convene an extraordinary general meeting, or does not provide feedback within ten days after receiving the request, shareholders, individually or collectively, holding more than ten percent of the shares of the Company shall have the right to propose to the audit committee the convening of an extraordinary general meeting, and shall submit their request in writing to the audit committee.

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

If the audit committee fails to issue a notice of a general meeting within the prescribed period, it shall be deemed not to convene and preside over the general meeting. Shareholders who individually or collectively hold more than ten percent of the shares of the Company for more than ninety consecutive days may convene and preside over the general meeting on their own.

Article 58 If the audit committee or individual shareholders decide to convene a general meeting on their own, they shall notify the board of directors in writing and file with the relevant competent authorities and the stock exchange where the Company's shares are listed and traded in accordance with applicable laws and regulations (if required).

If shareholders convene a general meeting on their own, the aggregate shareholding ratio of the shareholders convening the general meeting shall not be less than 10% before the announcement of the resolution of the general meeting.

When issuing the notice of the general meeting and the announcement of the resolution of the general meeting, the audit committee or the convening shareholders shall submit the relevant supporting materials to the relevant competent authorities and the stock exchange in accordance with applicable laws and regulations (if required).

Article 59 For a general meeting convened by the audit committee or shareholders on their own in accordance with the law, the board of directors and the secretary to board of directors shall cooperate accordingly. The board of directors shall provide the register of members as at the record date.

Article 60 All necessary expenses incurred by the audit committee or the shareholders to convene the general meeting shall be borne by the Company.

Section 5 Proposal and Notice of the General Meeting

Article 61 The content of proposals shall fall within the scope of the powers of the general meeting, have clear subject for consideration and specific matters to be resolved and comply with relevant requirements of the laws, administrative regulations, the Hong Kong Listing Rules and these Articles.

Article 62 When the Company convenes a general meeting, the board of directors, the audit committee, and a shareholder or shareholders holding individually or collectively more than 1% of the Company's shares have the right to submit proposals to the Company.

A shareholder or shareholders holding individually or collectively more than 1% of the Company's shares may submit a temporary proposal in writing to the convener 10 days before the general meeting. The convener shall issue a supplementary notice of the general meeting within 2 days after receiving the proposal, announce the content of the temporary proposal, and submit the temporary proposal to the general meeting for deliberation, provided that the temporary proposal does not violate the provisions of laws, administrative regulations, or the Articles of Association, or fall outside the scope of the powers of the general meeting. If there are other provisions in laws, administrative regulations, and by the securities regulatory authorities of the place where the Company's shares are listed, those provisions shall prevail.

If the general meeting must be postponed due to the issuance of a supplementary notice of the general meeting in accordance with the securities regulatory rules of the place where the Company's shares are listed, the convening of the general meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the Company's shares are listed.

Except as provided in the preceding paragraph, after the convener has issued the notice of the general meeting, it shall not amend the proposals already listed in the notice of the general meeting or add new proposals.

No resolution may be voted upon or passed at a general meeting regarding proposals that are not listed in the notice of the general meeting or do not comply with these Articles.

Article 63 The convener shall notify each shareholder of the annual general meeting by email, post or other appropriate means 20 days before the meeting, and of the extraordinary general meeting by email, post or other appropriate means 15 days before the meeting. The Company shall not include the date of the meeting when calculating the advance notice period. If there are other provisions in laws, regulations, the listing rules of the place where the Company's shares are listed and by the securities regulatory authorities, those provisions shall prevail.

The notice of the general meeting shall be delivered to shareholders (whether or not they have voting rights at the general meeting) in person or by prepaid mail, with the recipient's address being the address registered in the register of shareholders, or published on the Company's website or the website designated by the Hong Kong Stock Exchange, provided that it complies with applicable laws, regulations and the listing rules of the place where the Company's shares are listed. If an announcement is required to be given to shareholders of overseas listed foreign shares in accordance with these Articles, such announcement shall also be published in accordance with the methods specified in the Hong Kong Listing Rules. For domestic shareholders, the notice of the general meeting may also be given by way of announcement.

Article 64 The notice of the general meeting shall include the following:

- (I) the time, venue and duration of the meeting;
- (II) subject matters and proposals submitted for consideration and approval at the meeting;
- (III) particulars shall be in clear text that all shareholders are entitled to attend general meetings and may appoint their proxies in writing to attend and vote at the meetings. Such proxies need not be shareholders of the Company;
- (IV) the equity registration date of the shareholders who are entitled to attend the general meetings;
- (V) name(s) and telephone number(s) of the standing contact person(s) for the affairs of meetings;

- (VI) online or other means of voting time and voting procedures;
- (VII) other requirements stipulated by laws and regulations, regulatory rules of the place where the Company's shares are listed and these Articles.

The notice and supplementary notice of the general meeting shall fully and completely disclose all specific contents of all proposals.

Article 65 Where a general meeting intends to discuss the election of directors, the notice of the general meeting shall fully disclose the details of the candidates for directors, including at least the following:

- (I) personal particulars such as educational background, work experience and part-time jobs;
- (II) whether there is a connected relationship with the Company or its controlling shareholders or actual controllers;
- (III) the number of shares of the Company held by him/her;
- (IV) whether he/she has been penalized by the CSRC and other relevant departments and reprimanded by the stock exchange;
- (V) information relating to newly appointed, re-elected or re-designated directors as required to be disclosed by the Hong Kong Listing Rules.

Except for the cumulative voting system for election of directors, each candidate for director shall be proposed in a separate resolution.

Article 66 After the notice of a general meeting is issued, without valid reasons, the general meeting shall not be postponed or cancelled, and the proposals specified in the notice of the general meeting shall not be cancelled. In case of postponement or cancellation, the convener shall notify the shareholders at least two working days before the originally scheduled date and explain the reasons.

Section 6 Holding of the General Meeting

Article 67 The board of directors and other conveners of the Company shall take necessary measures to ensure the normal order of the general meeting. Measures shall be taken to stop any acts that interfere with the general meetings, provoke trouble and infringe upon the legitimate rights and interests of shareholders and report to the relevant departments for investigation and punishment in a timely manner.

Article 68 All shareholders or their proxies registered as at the record date are entitled to attend the general meeting and exercise their voting rights in accordance with relevant laws, regulations, and these Articles.

Shareholders may attend the general meeting in person or appoint a proxy to attend and vote on their behalf. Any shareholder entitled to attend and vote at the general meeting has the right to appoint one or more persons (who may not be shareholder(s)) to act as his/her proxy(ies) to attend and vote at the meeting on his/her behalf.

Article 69 An individual shareholder attending the meeting in person shall present his/her identity card or other valid identification or proof of his/her identification; a proxy attending on behalf of a shareholder shall present his/her valid identity card and a power of attorney from the shareholder.

A corporate shareholder shall be represented by its legal representative or a proxy authorized by the legal representative. The legal representative attending the meeting shall present his/her identity card and valid proof of his/her status as a legal representative; a proxy attending the meeting shall present his/her identity card and a written power of attorney issued by the legal representative of the corporate shareholder according to law.

A partnership shareholder shall be represented by its executive partner (including the authorized representative of the executive partner) or a proxy authorized by them. The executive partner attending the meeting shall present his/her identity card and valid proof of his/her status as an executive partner; a proxy attending the meeting shall present his/her identity card and a written power of attorney issued by the executive partner of the partnership shareholder according to law.

If a shareholder is a recognized clearing house in the place where the Company's shares are listed or its agent, the shareholder may authorize such person or persons as it thinks fit to act as its representative at the general meeting; however, if more than one person is authorized, the power of attorney shall specify the number and class of shares in respect of which each such person is so authorized and shall be signed by an authorized officer of the recognized clearing house. A person so authorized may attend meetings on behalf of the recognized clearing house (or its proxy) (subject to proof of his/her identity, without having to produce a certificate of shareholding, a notarized authorization and/or further evidence to prove that he/she has been duly authorized) and exercise his/her rights as if he/she were an individual shareholder of the Company.

Article 70 The power of attorney issued by a shareholder to entrust persons to attend a general meeting shall specify the following contents:

- (I) the name of the principals, the type and number of shares of the Company held by them;
- (II) the name of the agent;
- (III) the specific instructions from shareholders, including instructions to vote in favor, against or abstain from voting on each consideration matter included in the agenda of the general meeting;
- (IV) the date of issuance and validity period of the power of attorney;
- (V) the signature (or seal) of the principal; if the principal is a corporate shareholder or a partnership shareholder, it shall be stamped with the seal of the corporate entity or partnership entity.

Article 71 The power of attorney shall indicate whether the shareholder's proxy may vote according to his/her own will if the shareholder does not give specific instructions.

Article 72 A form of proxy shall be deposited at the Company's registered office or at such other place as specified in the notice convening the meeting, no less than twenty-four hours before the time for the commencement of the meeting or the time appointed for the poll, as the case may be.

Where the power of attorney for voting by proxy is signed by persons authorized by the principal, the power of attorney or other authorization documents authorized to sign shall be notarized. The notarized power of attorney or other authorization documents and the power of attorney for voting by proxy shall be placed at the Company's domicile or other place specified in the notice convening the meeting.

Article 73 An attendance register of the meeting shall be compiled by the Company. The attendance register is required to contain items including but not limited to the names of the attendees (or the names of the entities), identity card numbers, the number of shares held or voting rights represented and the names of the individuals (or the names of the entities) represented by a proxy/proxies.

Article 74 The convener(s) shall verify the legitimacy of the shareholder's qualifications based on the register of shareholders and shall register the names of the shareholders and the number of shares with voting rights held by him/her/it. The attendance register shall be closed before the chairman of the meeting announces the number of shareholders and proxies present at the meeting and the total number of shares with voting rights held by them.

Article 75 If a general meeting requires directors and senior management to attend the meeting, the directors and senior management shall attend and answer questions raised by shareholders.

Article 76 A general meeting shall be presided over by the chairman of the board of directors. In the event that the chairman is unable to perform or fails to perform his/her duties, a director recommended by a majority of the directors shall preside over the meeting.

A general meeting convened by the audit committee on its own shall be chaired by the convener of the audit committee. If the convener of the audit committee is unable to perform or fails to perform his/her duties, the meeting shall be chaired by a member of the audit committee jointly elected by more than half of the members of the audit committee.

A general meeting convened by shareholders on their own shall be presided over by the convener or the representative elected by the convener.

At a general meeting, if the chairman of the meeting violates the rules, making the general meeting impossible to proceed, with the consent of shareholders representing a majority of the voting rights present at the general meeting, the general meeting may elect one person to serve as the chairman of the meeting and continue the meeting.

Article 77 The Company shall formulate rules of procedure for the general meeting, which shall specify in detail the procedures for convening and voting at the general meeting, including notice, registration, consideration of proposals, voting, vote counting, announcement of voting results, formation of meeting resolutions, meeting minutes and their signing, announcements, etc., as well as the principles of delegating powers to the board of directors by the general meeting. The authorization shall be clear and specific. The rules of procedures for general meetings shall constitute an appendix to the Article of Association, which shall be prepared by the board of directors and approved by the general meeting.

Article 78 At the annual general meeting, the board of directors shall report at the general meeting on their work in the past year, and each independent non-executive director shall also make a report on his/her performance of duties.

Article 79 The directors and senior management shall make explanations and advice on the inquiries and suggestions from the shareholders at the general meeting unless they cannot be disclosed at the general meeting pursuant to the relevant laws and administrative regulations or due to the involvement of the Company's business secrets.

Article 80 The chairman of the meeting shall announce the number of shareholders and proxies attending the meeting in person and the total number of shares with voting rights held by them before voting, which are subject to the registration of the meeting.

Article 81 Minutes of the meeting shall be kept for the general meeting by the secretary to the board of directors. The minutes of the meeting record the following contents:

- (I) the time, place and agenda of the meeting and the name of the convener;
- (II) the condition of the chairman of the meeting and the directors and senior management attending the meeting;
- (III) the number of shareholders and proxies attending the meeting, the total number of shares with voting rights held by them and the percentage of these shares relative to the total number of shares of the Company;
- (IV) the process of deliberation, the key points of speeches and the voting results of each proposal;
- (V) the inquiries, opinions or suggestions of shareholders and the corresponding replies or explanations;
- (VI) the name of the teller and the scrutineer;
- (VII) other contents that shall be recorded in the minutes as required by these Articles.

Article 82 The convener shall ensure that the contents of the minutes of the meeting are true, accurate and complete. The directors, the secretary to the board of directors, the convener or his/her representative and the chairman of the meeting who attend the meeting shall sign the minutes of the meeting. The minutes of the meeting shall be kept together with the attendance register of the attending shareholders on-site, the power of attorney of the attending proxies, and the valid information on voting by other means for a retention period of not less than ten years.

Article 83 The convener shall ensure that the general meeting is held on a continuous basis until the final resolution is made. If the general meeting is suspended or fails to make a resolution due to special reasons such as force majeure, necessary measures shall be taken to resume the general meeting as soon as possible or directly terminate the general meeting, and an announcement and report shall be made in a timely manner in accordance with laws, regulations or the requirement of the securities regulatory authority of the place where the Company's shares are listed (if required).

Section 7 Voting and Resolution of the General Meeting

Article 84 The resolutions of a general meeting are classified into ordinary resolutions and special resolutions.

Ordinary resolutions of the general meeting shall be adopted by more than half of the voting rights held by the shareholders present at the general meeting.

Special resolutions of the general meeting shall be adopted by more than two-thirds of the voting rights held by the shareholders present at the general meeting.

Article 85 The following matters shall be resolved by way of ordinary resolution of the general meeting:

- (I) work reports of the board of directors;
- (II) proposals formulated by the board of directors for distribution of profits and for making up accrued losses;
- (III) appointment and removal of members of the board of directors, their remuneration and method of payment of their remuneration;
- (IV) other matters not required to be passed by a special resolution under laws, administrative regulations, the listing rules of the place where the Company's shares are listed, or these Articles.

Article 86 The following matters shall be passed by a special resolution of the general meeting:

- (I) the increase or reduction of the registered capital by the Company, as well as the issuance of any type of shares, warrants, and other similar securities;

- (II) the division, merger, dissolution and liquidation (including voluntary liquidation) of the Company or change of the Company's form;
- (III) the amendments to these Articles;
- (IV) the amount of purchase and the sale of major assets or the guarantee by the Company within one year exceeds 30% of the latest audited total assets of the Company;
- (V) the share incentive schemes;
- (VI) other matters stipulated by the laws, administrative regulations, listing rules of the place where the shares of the Company are listed or these Articles and which the general meeting, by an ordinary resolution, considers to have a material impact on the Company and therefore require to be adopted by a special resolution.

Article 87 Shareholders may exercise voting rights in the amount of the voting shares they represent and each share shall have one vote. In casting of votes, a shareholder (including a proxy of the shareholder) entitled to two or more votes need not cast all his/her votes in favour of, against, or as abstention on a resolution.

When the general meeting considers on major matters affecting the interests of minority investors, the votes of minority investors shall be counted separately. The results of the separate counting shall be disclosed to the public in a timely manner.

Shares of the Company held by the Company do not carry any voting rights and shall not be counted in the total number of voting shares represented by shareholders present at a general meeting.

If a shareholder's purchase of voting shares of the Company violates the provisions of the first or second paragraph of Article 63 of the Securities Law, the shares exceeding the prescribed proportion shall not be entitled to exercise voting rights within 36 months after the purchase, and shall not be included in the total number of voting shares present at the general meeting.

The board of directors of the Company, independent non-executive directors, shareholders holding more than 1% of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations or the provisions of the CSRC may publicly solicit shareholders' voting rights. When soliciting shareholders' voting rights, the specific voting intentions and other information shall be fully disclosed to the solicited persons. It is prohibited to solicit shareholders' voting rights in a paid or disguised paid manner. Except for statutory conditions, the Company shall not set a minimum shareholding ratio restriction for the solicitation of voting rights.

Article 88 When a connected transaction is considered at a general meeting, the connected shareholders shall abstain from voting, and the number of voting shares represented by them shall not be counted in the total number of valid votes; the announcement of the resolution of the general meeting shall fully disclose the voting results of non-connected shareholders.

The procedures for recusal and voting by connected shareholders are as follows:

- (I) the board of directors shall, in accordance with relevant regulations, determine whether the matters to be submitted to the general meeting for consideration constitute a connected transaction. When making such determination, the shareholding amount of the shareholder shall be based on the record date;
- (II) if the board of directors determines that the matters to be submitted to the general meeting for consideration constitute a connected transaction, the board of directors shall notify the connected shareholders;
- (III) when the general meeting considers on connected transaction matters, connected shareholders shall take the initiative to declare their relationship to the general meeting and recuse themselves, and shall not participate in the voting. The number of voting shares they represent shall not be included in the total number of voting shares present at the general meeting. If connected shareholders fail to take the initiative to declare the connected relationship and recuse themselves from voting, the chairman of the meeting shall require them to recuse themselves from voting;
- (IV) resolutions made by the general meeting on connected transaction matters shall be valid only if approved by more than half of the voting rights held by non-connected shareholders present at the general meeting. However, if the connected transaction matter involves a special resolution matter as stipulated in these Articles, the resolution of the general meeting shall be valid only if approved by more than two-thirds of the voting rights held by non-connected shareholders present at the general meeting.

Article 89 Except in special circumstances such as crisis, the Company will not enter into a contract with any person other than directors or senior management to delegate the management of all or important business of the Company to such person unless approved by a special resolution of the general meeting.

Article 90 The list of candidates for directors shall be submitted to the general meeting for voting in the form of a proposal.

The methods and procedures for nominating directors are as follows:

- (I) The existing board of directors or shareholders individually or jointly holding more than 1% of the Company's shares on a continuing basis may nominate candidates for the next session of the board of directors (other than independent non-executive directors) or candidates for additional directors, provided that the number of nominees shall not exceed the number of directors to be elected. Such nomination shall be subject to a qualification review by the existing board of directors, and those who meet the qualifications of directors after examination shall be submitted to the general meeting for voting.

- (II) The existing board of directors or shareholders who individually or jointly holding more than 1% of the Company's shares on a continuing basis, may propose proposals to the general meeting for candidates for independent non-executive directors, and the existing board of directors shall conduct qualification review, and if they meet the qualifications for independent non-executive directors after examination, the board of directors shall submit them to the general meeting for voting.
- (III) proposals submitted by the board of directors and eligible nominating shareholders to the convener of the general meeting should include relevant information such as proof of identity, resumes and general background of the director candidates; the board of directors shall disclose detailed information about the director candidates before the convening of the general meeting.

Article 91 The general meeting shall vote on all proposals item by item. For different proposals on the same matter, voting shall be conducted in the order in which the proposals are submitted. Except for special reasons such as force majeure that cause the general meeting to be suspended or unable to make a resolution, the general meeting shall not shelve or refrain from voting on any proposal.

Article 92 When considering a proposal at the general meeting, no amendment is allowed to be made to the proposal. If there is any change, it shall be regarded as a new proposal and shall not be voted on at the current general meeting.

Article 93 The same voting right may only be exercised on site or by other voting methods. Subject to compliance with applicable laws, regulations and the listing rules of the place where the Company's shares are listed, the general meeting may adopt electronic means when voting on proposals. In case of duplicate voting with the same voting right, the result of the first vote shall prevail.

Article 94 The general meeting shall take a vote by registered ballot.

Article 95 Before voting on a proposal at the general meeting, two shareholder representatives shall be elected to participate in vote counting and supervision. If a shareholder has an interest in the matter under consideration, the relevant shareholder and its proxy shall not participate in vote counting or supervision.

When voting on a proposal at the general meeting, shareholder representatives shall be responsible for vote counting and supervision, and the voting results shall be announced on the spot. The voting results of the resolution shall be recorded in the meeting minutes.

If the stock exchange of the place where the Company's shares are listed stipulates that any shareholder must abstain from voting on a resolution matter, or restricts any shareholder to only vote in favor of (or against) a resolution matter, any votes cast by such shareholders or their representatives in violation of the relevant provisions or restrictions shall not be counted.

Article 96 A physical general meeting shall not end earlier than the one held by other methods. The chairman of the meeting shall announce the voting details and results on each proposal, and announce whether a proposal is passed according to the voting results.

Before the formal announcement of voting results, the Company, vote counters, vote scrutineers, shareholders, and other related parties involved in the voting at a physical general meeting and voting by other methods shall have an obligation to keep confidential the voting details.

Article 97 Shareholders present at a general meeting shall express one of the following opinions on a proposal submitted for voting: being in favor of, against or abstaining from voting, save for the circumstance under which the securities registration and clearing institution, acting as the nominal holder of shares under the Mainland-Hong Kong Stock Connect, makes a declaration according to the intentions of the actual holders.

Uncompleted paper ballots, wrongly completed paper ballots, paper ballots with illegible characters and uncast paper ballots shall be deemed as a waiver of voting rights by the voters. The voting results of the shares they hold shall be counted as “abstained”.

Article 98 If the chairman of the meeting has any doubt regarding the voting results of a resolution submitted for voting, he/she may arrange for a recount of the votes. If the chairman of the meeting does not conduct a recount, shareholders or shareholder proxies present at the meeting who disagree with the results announced by the chairman of the meeting shall have the right to immediately request a recount after the announcement of the voting results, and the chairman of the meeting shall promptly arrange for such a recount.

Article 99 Resolutions of the general meeting shall specify the number of shareholders and proxies present at the meeting, the total number of voting shares held and their proportion to the Company’s total voting shares, the voting method, the voting results for each proposal, the detailed content of the resolutions passed.

Article 100 If a proposal is not adopted or if the current general meeting amends a resolution of a previous general meeting, a special notice shall be included in the announcement of the general meeting resolution.

Article 101 If the general meeting passes a proposal on the election of directors, the new directors shall take office from the date when the general meeting passes the resolution. However, in the case of the election of directors for a new term, if the term of office of the previous directors expires later than the date when the general meeting resolution is passed, the new directors shall take office from the day after the expiration of the term of office of the previous directors.

Article 102 If the general meeting passes a proposal concerning cash dividends, bonus share issues, or capital reserve conversion into share capital, the Company shall implement the specific plan within two months after the conclusion of the general meeting. If relevant laws, regulations, and the relevant provisions of the securities regulatory authority where the Company’s shares are listed have other provisions on the above-mentioned matters, such provisions shall prevail.

Chapter 5 Directors and Board of Directors

Section 1 General Provisions on Directors

Article 103 A director of the Company shall be a natural person. The following person may not serve as a director of the Company:

- (I) a person who is unable or has limited ability to undertake any civil liabilities;
- (II) a person who has been subjected to criminal punishment for corruption, bribery, embezzlement or misappropriation of property, or disruption of the economic order of the socialist market, or who has ever been deprived of political rights due to a criminal conviction, and five years have not elapsed since the term of punishment was completed, or in the case of a suspended sentence, two years have not elapsed since the probation period was completed;
- (III) a person who has been a former director, factory manager or manager of a company or an enterprise that has entered into insolvent liquidation and who was personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of the completion of the bankruptcy and liquidation of the company or enterprise;
- (IV) Any former legal representative of a company or enterprise which has had its business license revoked or been ordered to shut down due to any violation of the law, and where the individual was personally responsible for the situation, and three years have not elapsed since the date of revocation of business license or shutdown order;
- (V) a person identified as a subject of enforcement for breach of trust by the people's court for failure to repay a significant amount of overdue debts;
- (VI) a person who is prohibited by the CSRC from entering into the securities market for a term which has not expired;
- (VII) a person who is publicly identified by the stock exchange as unsuitable to serve as a director or senior manager of a listed company, etc., and whose period of ineligibility has not expired;
- (VIII) a person who falls into other situations stipulated by laws, administrative regulations, or departmental rules, the listing rules of the place where the Company's shares are listed.

The election, appointment or engagement of a director shall be invalid if such election, appointment or engagement violates the provisions of this Article. If a director falls into the situations specified in this Article during his/her term of office, the Company shall remove him/her from office and cease his/her performance of duties.

Article 104 Directors shall be elected or replaced by the general meeting and may be removed from office by the general meeting before the expiration of their term of office. The term of office of a director shall be three years. A director may be re-elected for consecutive terms upon the expiration of his/her or her term.

The term of office of a director shall be calculated from the date of his/her or her assumption of office and shall end upon the expiration of the term of office of the current board of directors. If a director's term of office expires and a replacement director has not been elected in a timely manner, the original director shall continue to perform the duties of a director in accordance with laws, administrative regulations, departmental rules, and these Articles until the newly elected director assumes office.

A senior management personnel may concurrently serve as a director. However, the total number of directors who concurrently hold senior management positions and directors who are employee representatives shall not exceed one-half of the total number of directors of the Company.

For a company with more than 300 employees, the board of directors shall include representatives of the Company's employees. The employee representatives on the board of directors shall be democratically elected by the Company's employees through the employee representative congress, employee assembly, or other forms, without being submitted to the general meeting for consideration.

Article 105 In compliance with the laws, administrative regulations and these Articles, the directors owe a duty of loyalty to the Company and shall take measures to avoid conflicts between their personal interests and the interests of the Company. They must not use their position to seek improper benefits.

The directors are required to bear the following duties of loyalty to the Company:

- (I) not to misappropriate the Company's property or funds;
- (II) not to deposit the Company funds in the accounts under his/her own name or the names of other individuals;
- (III) not to exploit their authority to give or accept bribes or other unlawful gains;
- (IV) not to enter into contracts or transactions, directly or indirectly, with the Company without reporting to the board of directors or the general meeting and being approved by resolutions of the board of directors or the general meeting in accordance with the provisions of these Articles;
- (V) not to make use of their position to seek business opportunities that are available to the Company for themselves or others, except where such business opportunities have been reported to the board of directors or the general meeting and approved by resolutions of the general meeting, or where the Company is unable to take advantage of such business opportunities in accordance with the laws, administrative regulations or these Articles;

- (VI) not to carry out any business for themselves or others which is of the same type as that of the Company without reporting to the board of directors or the general meeting and being approved by resolutions of the general meeting;
- (VII) not to accept commissions for the Company's transactions for their own benefit;
- (VIII) not to disclose confidential information of the Company without authorization;
- (IX) not to use their connected relationship to harm the interests of the Company;
- (X) other duties of loyalty stipulated by the laws, administrative regulations, departmental rules, listing rules of the place where the Company's shares are listed and these Articles.

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

The provisions of item (IV) of the second paragraph of this Article apply to the contracts or transactions with the Company by close relatives of the directors and senior management members or enterprises directly or indirectly controlled by the directors and senior management members or their close relatives, as well as connected persons who are otherwise connected to the directors and senior management members.

Article 106 Directors shall comply with laws, administrative regulations and these Articles, and owe a duty of diligence to the Company and shall exercise their duties in the best interests of the Company, with the reasonable care that a manager would normally be expected to exercise.

The directors are required to bear the following duties of diligence to the Company:

- (I) to exercise prudently, earnestly and diligently the powers granted by the Company to ensure that the Company's commercial activities are in compliance with the requirements of national laws, administrative regulations and various economic policies of China, and that the Company does not conduct any commercial activities beyond the business scope specified in its business license;
- (II) to treat all shareholders fairly;
- (III) to keep abreast of the business operation and management of the Company;
- (IV) to sign written confirmation and opinion for the regular report of the Company and ensure the veracity, accuracy and completeness of the information disclosed by the Company;
- (V) to provide relevant and true information and materials to the audit committee and shall not obstruct the audit committee from performing its duties;

(VI) to perform other duties of diligence stipulated by the laws, administrative regulations, departmental rules, the listing rules of the place where the Company's shares are listed and these Articles.

Article 107 A director will be deemed incapable of performing his/her duties if he/she fails to attend two consecutive meetings of the board of directors, either in person or by appointing another director to attend on his/her behalf. The board of directors shall make a proposal to the general meeting to remove such director.

Article 108 A director may resign before the expiration of his/her term of office. A director shall submit a written resignation report to the board of directors. The resignation shall take effect on the date the Company receives the resignation report, and the Company shall make disclosure in accordance with relevant legal provisions.

If the resignation of a director results in the number of directors of the Company falling below the quorum, or if the resignation of an independent non-executive director results in the number of independent non-executive directors falling below one-third (1/3) of the members of the board of directors or there being no accounting professional among the independent non-executive directors, the original director shall still perform the duties of a director in accordance with laws, administrative regulations, departmental rules and these Articles before the newly elected director takes office.

Article 109 The Company shall establish a management system for directors' departure, specifying safeguard measures for pursuing accountability and recovery for unfulfilled public commitments and other outstanding matters. When a director's resignation takes effect or his/her term of office expires, he/she shall complete all handover procedures with the board of directors. The duty of loyalty he/she owes to the Company and shareholders is not automatically terminated after the expiration of his/her term of office. His/her duty to keep the Company's trade secrets confidential remains effective after the end of his/her term of office until such secrets become public information. The duration of other duties shall be determined in accordance with the principle of fairness. The liability that a director should bear for performing his/her duties during his/her term of office shall not be exempted or terminated due to his/her departure.

Article 110 The general meeting may pass a resolution to remove a director, and the removal shall take effect on the date the resolution is made. If a director is removed before the expiration of his/her term of office without just cause, the director may demand the Company to make compensation.

Article 111 No director may, in his/her personal name, act on behalf of the Company or the board of directors if not provided in these Articles or lawfully authorized by the board of directors. Where a director acts in his/her personal name under circumstances in which a third party would reasonably believe that such director is acting on behalf of the Company or the board of directors, such director shall declare his/her position and capacity in advance.

Article 112 Where a director causes damage to others in the performance of his/her duties on behalf of the Company, the Company shall be liable for compensation; where the director has acted with intent or gross negligence, the director shall also be liable for compensation. Where a director, in the performance of his/her duties on behalf of the Company, violates any provision of laws, administrative regulations, departmental rules, or these Articles, thereby causing losses to the Company, he/she shall be liable for compensation.

Article 113 The Company shall have independent non-executive directors. Independent non-executive directors shall perform their duties in accordance with applicable laws, regulations, the relevant provisions of the securities regulatory authorities and the stock exchange of the place where the Company's shares are listed, and these Articles.

Section 2 Board of Directors

Article 114 The Company shall have a board of directors which shall be accountable to the general meeting.

Article 115 The board of directors shall consist of 9 directors and shall have 1 chairman of the board of directors, and 3 independent non-executive directors.

Article 116 The board of directors shall exercises the following functions and powers:

- (I) to convene general meetings and report on its work to the general meetings;
- (II) to implement the resolutions of the general meeting;
- (III) to determine the business operation plans and investment plans of the Company;
- (IV) to formulate the profit distribution plans and loss recovery plans of the Company;
- (V) to formulate proposals for the increase or reduction of the Company's registered capital, the issuance of bonds or other securities of the Company and listing of shares of the Company;
- (VI) to formulate plans for material acquisitions, purchase of shares of the Company or merger, division, dissolution, liquidation or change of corporate form of the Company;
- (VII) to decide on matters such as external investment, acquisition and disposal of assets, pledge of assets, external guarantees, entrusted wealth management, connected transactions and external donations of the Company within the scope of authorization of the general meeting;
- (VIII) to determinate the setup of the Company's internal management organizations;
- (IX) to decide on the appointment or dismissal of the Company's general manager, secretary to the board of directors and other senior management as well as their remuneration, reward and disciplinary matters; and to decide on the appointment or dismissal of the Company's deputy general manager, chief financial officer and other senior management as well as their remunerations, rewards and punishments according to the nomination of the general manager;

- (X) to formulate the basic management system of the Company;
- (XI) to formulate the amendment to these Articles;
- (XII) to manage the information disclosure of the Company;
- (XIII) to request the general meeting to engage or replace the accounting firm that provides audits for the Company;
- (XIV) to listen to the work report of the general manager of the Company and inspect the work of the manager;
- (XV) other functions and powers conferred by laws, administrative regulations, departmental rules, the listing rules of the place where the Company's shares are listed, these Articles or the general meetings.

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

Article 117 Unless otherwise provided by the securities regulatory rules of the place where the Company's shares are listed, in addition to transactions to be considered and resolved at the general meeting, transactions of the Company as specified in Article 49 of these Articles (excluding cash assets donated to the Company) that meet one of the following standards shall be submitted to the board of directors for decision:

- (I) the total assets involved in the transaction account for more than 10% of the Company's latest audited total assets, where the total assets involved in the transaction have both book value and appraised value, the higher one shall prevail;
- (II) the relevant operating income of the subject matter of the transaction (e.g. equity) in the latest fiscal year accounts for more than 10% of the audited operating income of the Company for the latest fiscal year, and the absolute amount exceeds RMB10 million;
- (III) the relevant net profit of the subject matter of the transaction (e.g. equity) during the latest fiscal year accounts for more than 10% of the audited net profit of the Company for the latest fiscal year, and the absolute amount exceeds RMB1 million;
- (IV) the transaction amount (including assumed debts and expenses) of the transaction accounts for more than 10% of the Company's latest audited net assets, and the absolute amount exceeds RMB10 million;
- (V) the profits arising from the transaction account for more than 10% of the audited net profit of the Company for the latest fiscal year, and the absolute amount exceeds RMB1 million.

Article 118 Except for connected transactions to be reviewed and approved at a general meeting, connected transactions of the Company that meet one of the following standards shall be submitted to the board of directors for decision:

- (I) a transaction between the Company and a connected legal person where the amount exceeds RMB3 million and accounts for more than 0.5% of the absolute value of the Company's latest audited net assets;
- (II) a transaction between the Company and a connected natural person where the amount exceeds RMB0.3 million.

Article 119 External guarantees other than those required to be submitted to a general meeting for consideration and approval as stipulated in Article 50 of these Articles shall be submitted to the board of directors for consideration and approval; external guarantees that are required to be considered and approved by the board of directors shall be subject to a resolution passed by more than 2/3 of all the directors of the Company.

Article 120 Where a non-standard audit opinion is issued by the certified public accountants on the financial reports of the Company, the board of directors of the Company shall submit explanations to the general meeting.

Article 121 The board of directors shall formulate the rules of procedure for the board of directors according to the requirements of laws, administrative regulations and normative documents, so as to ensure the implementation of the resolutions of the general meeting by the board of directors, improve work efficiency, and guarantee scientific decision-making.

The rules of procedure for the board of directors shall be annexed to these Articles and shall be prepared by the board of directors and approved by the general meeting.

Article 122 The board of directors shall have a chairman, who shall be elected with approval of more than half of all the directors.

Article 123 The chairman of the board shall exercise the following functions and powers:

- (I) to preside over general meetings and to convene and preside over meetings of the board of directors;
- (II) to supervise and inspect the implementation of the resolutions of the board of directors;
- (III) to sign important documents of the board of directors and other documents which shall be signed by the legal representative of the Company;
- (IV) in the event of force majeure emergency such as the occurrence of a major natural disaster, to exercise special disposal authority over the affairs of the Company in accordance with the provisions of the law and the interests of the Company, and to report to the board of directors and the general meeting of shareholders of the Company afterwards;

- (V) other functions and powers conferred by relevant laws, administrative regulations, departmental rules, provisions of these Articles or the board of directors.

Article 124 In the event that the chairman is incapable of performing or is not performing his duties, a director jointly elected by more than half of the directors shall perform the duties of the chairman.

Article 125 The board of directors shall hold at least four meetings every year, which shall be convened by the chairman and notified to all directors in writing, by telephone, by e-mail or other means at least 10 days before the meeting.

Article 126 The chairman may, when he deems it necessary, convene and preside over an interim board meeting within a reasonable period.

Interim board meetings may be proposed to be convened by shareholders representing more than 10% of the voting rights, more than one-third of the directors or the audit committee. The chairman shall convene the meeting within 10 days of receiving such proposal, and preside over the meeting.

Article 127 Interim board meeting shall be notified to all directors 3 days before the meeting by hand delivery, facsimile, telephone, e-mail or other means recognized by all directors. In case of emergency requiring an interim board meeting to be held as soon as possible, the board of directors may issue a meeting notice by telephone, facsimile or e-mail at any time, but the convener shall make an explanation at the meeting.

Article 128 A board meeting notice shall contain the following:

- (I) the time and venue of the meeting;
- (II) the method of holding the meeting;
- (III) the duration of the meeting;
- (IV) the matters and the topics;
- (V) the date of the notice;
- (VI) the contact person and contact information.

Article 129 A meeting of the board of directors may only be held if more than half of the directors are present. Resolutions of the board of directors shall be passed by more than half of all directors. Each director shall have one vote for a resolution to be approved by the board of directors.

Article 130 If any director has connected relationship with the enterprise or individual involved in the resolution made at a board meeting, the said director shall promptly make a written report to the board of directors. The connected director shall not vote on the said resolution for himself or on behalf of other director. The said board meeting may be held when more than half of directors who have no connected relationship are present. The resolution of the board meeting shall be passed by more than half of the directors who have no connected relationship. If the number of non-connected directors attending the board meeting is less than 3, the matter shall be submitted to the general meeting for consideration.

Article 131 The resolution of the board of directors shall be voted on by written registered ballot.

Subject to the full expression of opinions by the directors, a meeting of the board of directors may be conducted and resolutions made by means of facsimile, telephone, video and other communication methods, and shall be signed by the participating directors.

Article 132 Directors shall attend board meetings in person. If a director is unable to attend for any reason, he/she may appoint another director to attend the meeting on his/her behalf by a written power of attorney specifying the name of the proxy, the matters for entrustment, the scope of authorization and validity period, and shall be signed or sealed by the principal. A director who attends a meeting on behalf of another director shall exercise the rights of such director within the scope of the authorization. A director who is not present at a meeting of the board of directors and who does not attend by proxy shall be deemed to have abstained from voting at such meeting.

Article 133 The board of directors shall prepare minutes of the meetings of the board of directors and such minutes shall be signed by the directors present at the meeting.

The minutes of the meeting of the board of directors shall be kept as the Company's archives for a period of not less than ten years.

Article 134 The minutes of the meeting of the board of directors include the following:

- (I) the date, venue, and name of the convener of the meeting;
- (II) the names of the directors present and the names of the directors (proxies) who are entrusted by others to attend the board of directors;
- (III) the agenda of the meeting;
- (IV) the main points of the directors' speeches;
- (V) the method and result of voting on each resolution (the voting result shall indicate the number of votes in favor, against or abstention);
- (VI) other matters that should be explained and recorded in the meeting minutes.

Section 3 Independent Non-executive Directors

Article 135 Independent non-executive directors shall diligently perform their duties in accordance with the provisions of laws, administrative regulations, the CSRC, stock exchanges and these Articles, play the roles of participating in decision-making, supervising and balancing, and providing professional consultation in the board of directors, safeguard the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders.

Article 136 Independent non-executive directors must maintain independence. The following persons shall not serve as independent non-executive directors:

- (I) persons employed by the Company or its affiliated enterprises, as well as their spouses, parents, children and major social relations;
- (II) natural person shareholders who directly or indirectly hold more than 1% of the Company's issued shares or are among the top ten shareholders of the Company, as well as their spouses, parents and children;
- (III) persons who hold positions in shareholders directly or indirectly holding more than 5% of the Company's issued shares or who hold positions in the top five shareholders of the Company, as well as their spouses, parents and children;
- (IV) persons employed by affiliated enterprises of the Company's controlling shareholders or actual controllers, as well as their spouses, parents and children;
- (V) persons who have significant business dealings with the Company, its controlling shareholders, actual controllers, or their respective affiliated enterprises, or who are employed by entities that have significant business dealings with the Company, and their controlling shareholders or actual controllers;
- (VI) persons who provide financial, legal, consulting, or sponsorship and other services to the Company and its controlling shareholders, actual controllers, or their respective affiliated enterprises, including but not limited to all project team members of intermediaries providing services, their reviewers at all levels, personnel signing the reports, partners, directors, senior management members and principal responsible persons;
- (VII) persons who have had any of the circumstances listed in items (I) to (VI) within the past 12 months;
- (VIII) other persons who are not independent as provided for in laws, administrative regulations, provisions of the CSRC, the business rules of the stock exchange(s), and these Articles.

Affiliated enterprises of the Company's controlling shareholders or actual controllers referred to in items (IV) to (VI) above do not include enterprises which are controlled by the same state-owned assets administration organ as the Company and, in accordance with relevant regulations, are not considered connected parties of the Company.

Independent non-executive directors shall conduct an annual self-assessment of their independence and submit the results to the board of directors. The board of directors shall annually evaluate the independence of incumbent independent non-executive directors and issue a special opinion, which shall be disclosed together with the annual report.

Article 137 The following conditions shall be met in order to serve as a non-executive director of the Company:

- (I) be qualified to be a director of a listed company in accordance with laws, administrative regulations and other relevant requirements;
- (II) comply with the independence requirements set out in these Articles;
- (III) have basic knowledge of the operations of listed companies and be familiar with relevant laws, regulations and rules;
- (IV) have at least five years of working experience in law, accounting or economics necessary to perform the duties of an independent non-executive director;
- (V) have good personal integrity and no major breach of trust or other adverse records;
- (VI) other conditions stipulated by laws, administrative regulations, provisions of the CSRC, the business rules of the stock exchange(s), and these Articles.

Article 138 As members of the board of directors, independent non-executive directors shall bear fiduciary duties and duty of diligence to the Company and all shareholders and shall prudently perform the following duties:

- (I) to participate in the decision-making of the board of directors and express a definite opinion on the matters under discussion;
- (II) to supervise potential material conflict of interest between the Company and its controlling shareholders, actual controllers, directors and senior management members, and protect the legitimate rights and interests of minority shareholders;
- (III) to provide professional and objective advice(s) on the Company's operation and development and to promote the board of directors' decision-making level;
- (IV) other duties as provided for in laws, administrative regulations, provisions of the CSRC, and these Articles.

Article 139 The independent non-executive directors shall exercise the following special functions and powers:

- (I) to engage independently intermediaries to audit, consult or verify specific matters of the Company;
- (II) to propose to the board of directors the convening of an extraordinary general meeting;
- (III) to propose the convening of a board meeting;

- (IV) to solicit openly shareholders' rights from shareholders in accordance with laws;
- (V) to express independent opinions on matters that may prejudice the interests of the Company or minority shareholders;
- (VI) other functions and powers as provided for in laws, administrative regulations, provisions of the CSRC, and these Articles.

Where an independent non-executive director exercises the functions and powers listed in items (I) to (III) of the preceding paragraph, the independent non-executive director shall obtain the approval of a majority of all independent non-executive directors.

The Company shall disclose in a timely manner if the independent non-executive directors exercise the functions and powers listed in paragraph 1. In the event that the above-mentioned functions and powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.

Article 140 The following matters shall be submitted to the board of directors for deliberation after being approved by a majority of all independent non-executive directors:

- (I) connected transactions that require disclosure;
- (II) proposals for the Company and related parties to change or waive commitments;
- (III) decisions and measures taken by the board of directors of an acquired listed company in response to the acquisition;
- (IV) other matters stipulated by laws, administrative regulations, provisions of the CSRC, and these Articles.

Article 141 The Company shall establish a mechanism for special meetings attended entirely by independent non-executive directors. Matters such as connected transactions to be deliberated by the board of directors shall obtain prior approval at a special meeting of independent non-executive directors.

The Company shall convene special meetings of independent non-executive directors on a regular or ad hoc basis. Matters listed in items (I) to (III) of paragraph 1 of Article 139 and Article 140 of these Articles shall be deliberated at a special meeting of independent non-executive directors.

A special meeting of independent non-executive directors may study and discuss other matters of the Company as needed.

A special meeting of independent non-executive directors shall be convened and presided over by one independent non-executive director jointly elected by a majority of independent non-executive directors. If the convener fails or is unable to perform his/her duties, two or more independent non-executive directors may convene the meeting and elect one representative to preside over it.

The special meeting of independent non-executive directors shall prepare meeting minutes in accordance with regulations, and the opinions of independent non-executive directors shall be recorded in the meeting minutes. Independent non-executive directors shall sign to confirm the meeting minutes.

The Company shall facilitate and support the convening of special meetings of independent non-executive directors.

Section 4 Special Committees under the Board of Directors

Article 142 The Company's board of directors shall set up an audit committee to exercise the functions and powers of the board of supervisors stipulated in the Company Law.

Article 143 The audit committee shall comprise three members, including two independent non-executive directors. All members of the audit committee must be non-executive directors, and at least one member shall be an independent non-executive director with appropriate professional qualifications recognized by the listing rules of the stock exchange where the Company's shares are listed, or with appropriate accounting or related financial management expertise. The chairperson (convener) shall be an independent non-executive director.

Article 144 The audit committee is responsible for reviewing the Company's financial information and its disclosure, supervision and evaluation of internal and external audit work and internal control. The following matters shall be submitted to the board of directors for deliberation after the approval of more than half of all members of the audit committee:

- (I) to disclose financial information and internal control evaluation reports in financial and accounting reports and periodic reports;
- (II) to appoint or dismiss the accounting firm that undertakes the auditing of the Company;
- (III) to appoint or dismiss the chief financial officer of the Company;
- (IV) to make changes in accounting policies, accounting estimates or correction of major accounting errors for reasons other than changes in accounting standards;
- (V) other matters stipulated by laws, administrative regulations, provisions of the CSRC and these Articles.

Article 145 The audit committee shall hold at least one meeting per quarter. An extraordinary meeting may be convened if proposed by two or more members or if the convener deems it necessary. A meeting of the audit committee may be held only if more than two-thirds of the members are present.

Resolutions of the audit committee shall be adopted after being passed by a majority of the audit committee.

Each member shall have one vote in the voting of resolutions of the audit committee.

Meeting minutes shall be prepared for the resolutions of the audit committee in accordance with regulations, and members of the audit committee attending the meeting shall sign the meeting minutes.

The rules of procedure of the audit committee shall be formulated by the board of directors.

Article 146 The board of directors of the Company shall establish other special committees such as strategy, nomination, remuneration and appraisal committees, which shall perform their duties in accordance with these Articles and the authorization of the board of directors. Proposals of the special committees shall be submitted to the board of directors for deliberation and decision. The working procedures of the special committees shall be formulated by the board of directors.

All members of the special committees shall comprise directors. The nomination committee and the remuneration and appraisal committee shall be composed of a majority of independent non-executive directors. The remuneration and appraisal committee shall be chaired by an independent non-executive director (convener), and a majority of its members must be independent non-executive directors. The nomination committee shall be chaired by the chairman of the board or an independent non-executive director (convener), and a majority of its members must be independent non-executive directors.

Article 147 The nomination committee is responsible for formulating the criteria and procedures for selecting directors and senior management members, selecting and reviewing the candidates and qualifications of directors and senior management members, and making recommendations to the board of directors on the following:

- (I) nomination or removal of a director;
- (II) appointment or dismissal of a senior management member;
- (III) other matters stipulated by laws, administrative regulations, provisions of the CSRC and these Articles.

If the board of directors does not adopt or does not fully adopt the recommendations of the nomination committee, it shall record the opinions of the nomination committee and the specific reasons for not adopting them in a resolution of the board of directors and disclose the same.

Article 148 The remuneration and appraisal committee shall be responsible for formulating appraisal standards for directors and senior management and conducting appraisals, formulating and reviewing remuneration policies and plans including remuneration determination mechanisms, decision-making procedures, payment, stop-payment and recourse arrangements for directors and senior management, and making recommendations to the board of directors on the following:

- (I) remuneration of directors and senior management;
- (II) formulation or amendment of stock incentive plans or employee stock ownership plans, including the entitlements of participants and the conditions for exercising such rights;
- (III) arrangements for directors and senior management to participate in shareholding plans of subsidiaries proposed for spin-off;
- (IV) other matters stipulated by laws, administrative regulations, provisions of the CSRC and these Articles.

If the board of directors does not adopt or does not fully adopt the recommendations of the remuneration and appraisal committee, it shall record the opinions of the remuneration and appraisal committee and the specific reasons for not adopting them in a resolution of the board of directors and disclose the same.

Chapter 6 General Manager and Other Senior Management

Article 149 The Company shall have one general manager, who shall be appointed or dismissed by the board of directors.

The Company shall have two deputy general managers who shall be appointed or dismissed by the board of directors.

Article 150 The provisions of these Articles regarding the circumstances under which a person may not serve as a director and the resignation management system shall also apply to senior management.

The provisions of these Articles regarding the fiduciary duties and diligence duties of directors shall also apply to senior management.

Article 151 Persons who hold positions other than directors or supervisors in the controlling shareholder or actual controller of the Company shall not serve as senior management of the Company. Senior management of the Company shall receive salaries solely from the Company and shall not have their salaries paid by the controlling shareholder on behalf of the Company.

Article 152 The general manager shall serve a term of three years, and may serve consecutive terms if re-appointed.

Article 153 The general manager shall be accountable to the board of directors and exercise the following functions and powers:

- (I) to be in charge of the production, operation and management of the Company, to organize and implement the resolutions of the board of directors, and to report on his/her work to the board of directors;
- (II) to organize and implement the Company's annual business plan and investment plan;
- (III) to formulate the plan for establishment of the Company's internal management organization;
- (IV) to formulate the Company's basic management system;
- (V) to formulate the detailed rules and regulations of the Company;
- (VI) to request the board of directors to engage or dismiss deputy general manager and chief financial officer of the Company;
- (VII) to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors;
- (VIII) other functions and powers conferred by these Articles and the board of directors.

Except for matters specified in these Articles that shall be submitted to the board of directors and general meeting for deliberation and approval, transactions, connected transactions, and borrowing matters of the Company shall be approved by the general manager of the Company.

The general manager shall be present at meetings of the board of directors.

Article 154 The general manager may resign before the expiration of the term of office. The specific procedures and methods for the general manager's resignation shall be stipulated in the employment contract between the general manager and the Company.

Article 155 The deputy general manager and chief financial officer shall be nominated by the general manager and appointed and dismissed by the board of directors. The deputy general manager and chief financial officer shall serve a term of three years, and may serve consecutive terms if re-appointed.

Article 156 The deputy general manager and chief financial officer shall work under the unified leadership of the general manager, report work to him/her, and perform relevant duties according to the assigned business scope.

Article 157 The Company shall have one board secretary, whose responsibilities include preparing general meetings and board meetings of the Company, maintaining documents and managing shareholder information of the Company, and handling the information disclosure of the Company.

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

Article 158 Where the senior management cause damage to others while performing their duties for the Company, the Company shall bear the liability for compensation; where the senior management are at fault intentionally or with gross negligence, they shall also bear the liability for compensation. If the senior management violate the provisions of laws, administrative regulations, departmental rules or these Articles when performing their duties for the Company and cause losses to the Company, they shall bear the liability for compensation.

Article 159 The Company's senior management shall faithfully perform their duties and safeguard the best interests of the Company and all shareholders. If the senior management fail to faithfully perform their duties or violate their fiduciary duties, causing damage to the interests of the Company and the public shareholders, they shall bear the liability for compensation according to law.

Chapter 7 Financial and Accounting System, Profit Distribution and Audit

Section 1 Financial and Accounting System

Article 160 The Company shall formulate its own financial and accounting systems in accordance with the laws, administrative regulations and the requirements of relevant state departments.

Article 161 The Company shall publish and disclose its annual report within four months from the ending date of each financial year, its interim report within two months from the ending date of the first half of each financial year, and quarterly reports if required by regulations of the stock exchange where its shares are listed, to the local office of the CSRC (if required) and the stock exchange where the Company's shares are listed. If the regulatory rules of place where the Company's shares are listed provide otherwise, such rules shall prevail.

The above-mentioned financial and accounting reports shall be prepared in accordance with the provisions of relevant laws, administrative regulations, the CSRC, the securities regulatory authority and the stock exchange of the place where the Company's shares are listed.

Article 162 The Company shall have no accounting books other than the statutory books. The Company's funds shall not be deposited in any account opened under the name of any individual.

Article 163 When distributing the after-tax profits of the current year, the Company shall set aside 10% of its profits for the Company's statutory common reserve fund. If the accumulated amount of the Company's statutory common reserve fund exceeds 50% of the Company's registered capital, such allocation is no longer required.

If the Company's statutory common reserve fund is insufficient to make up for losses for the previous years, the current year's profits shall first be used to make up for losses before any allocation is set aside for the statutory common reserve fund in accordance with the provisions of the preceding paragraph.

After the Company has made allocations to the statutory common reserve fund from its profits after taxation, it may, upon resolution of the general meeting, make further allocations from its profits after taxation to the discretionary common reserve fund.

After the Company has made up for losses and made allocations to its common reserve fund, the remaining profits after taxation shall be distributed in proportion to the number of shares held by the shareholders, unless otherwise stipulated in these Articles.

If the general meeting distributes profits to shareholders in violation of the Company Law or these Articles, the shareholders shall return the improperly distributed profits to the Company. If losses are caused to the Company, the shareholders and the liable directors and senior management shall be liable for compensation.

No profit may be distributed in respect of the shares held by the Company itself.

The Company shall appoint one or more receiving agents in Hong Kong for H shareholders. The receiving agents shall collect and hold the dividends and other payments distributable by the Company in respect of H shares on behalf of the relevant H shareholders for payment to such H shareholders. The receiving agents appointed by the Company shall comply with the requirements of laws and regulations and the securities regulatory rules of the place where the Company's shares are listed.

Article 164 The Company's common reserve fund shall be used to make up for losses, expand the production and operations, or increase the capital of the Company.

When covering the Company's losses with common reserve fund, any discretionary common reserve and statutory common reserve shall be used first; if such reserves are still insufficient, capital reserve may be used in accordance with the Company Law and these Articles.

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

Article 165 After the general meeting has resolved on the profit distribution plan, or after the board of directors of the Company has formulated a specific plan based on the conditions and upper limit for interim dividend for the next year as approved by the general meeting, the board of directors of the Company shall complete the distribution of dividends (or shares) within two months after the general meeting is held.

Article 166 The Company attaches importance to providing reasonable investment returns to investors when distributing profits, and its profit distribution policy shall maintain a certain degree of sustainability and stability. Among other things, the cash dividend policy target is steady growth of dividend.

The Company may implement interim cash dividends.

The Company may distribute profits in the form of cash or shares. Under the premise of ensuring the necessary funds for normal production, operations, and development, the Company shall distribute an appropriate proportion of cash dividends.

The Company is not required to distribute profits if:

- (I) the audit report on it for the most recent year is either a non-unqualified opinion or an unqualified opinion with a significant uncertainty paragraph relating to going concern;
- (II) the asset-liability ratio at the end of the most recent fiscal year is higher than 70%;
- (III) the operating cash flow is negative in the most recent fiscal year;
- (IV) any other circumstances that the Company deems inappropriate for distribution.

Section 2 Internal Audit

Article 167 The Company shall implement an internal audit system, specifying the leadership system, responsibilities and authorities, staffing, funding guarantees, application of audit results, and accountability for internal audit work.

Article 168 The Company's internal audit department shall conduct supervision and inspection on the Company's business activities, risk management, internal control, financial information and other matters. The internal audit department shall maintain independence, be staffed with full-time auditors, and shall not be under the leadership of, or share office space with, the finance department.

Article 169 The internal audit department is accountable to the board of directors. In the process of supervising and inspecting the Company's business activities, risk management, internal control and financial information, the internal audit department shall accept the supervision and guidance of the audit committee. If the internal audit department discovers any major issues or leads, it shall immediately report them directly to the audit committee.

Article 170 The specific organization and implementation of the Company's internal control evaluation shall be the responsibility of the internal audit department. The Company shall issue an annual internal control evaluation report based on the evaluation report issued by the internal audit department and reviewed by the audit committee, as well as relevant materials.

Article 171 When the audit committee communicates with external audit entities such as accounting firms and national audit institutions, the internal audit department shall actively cooperate and provide necessary support and assistance.

Article 172 The audit committee participates in the performance appraisal of the head of the internal audit department.

Section 3 Engagement of Accounting Firm

Article 173 The Company shall engage an accounting firm that complies with the provisions of the Securities Law of the People's Republic of China to conduct financial statement audits, net asset verification and other related consulting services. The engagement term is one year and may be renewed.

Article 174 The engagement or dismissal of an accounting firm by the Company shall be decided by the general meeting, and the board of directors shall not appoint an accounting firm before the decision of the general meeting.

Article 175 The Company shall guarantee to provide true and complete accounting evidence, accounting books, financial and accounting reports and other accounting information to the engaged accounting firm without any refusal or withholding or falsification of information.

Article 176 The audit fees of the accounting firm shall be determined by the general meeting.

Article 177 When the Company dismisses or decides not to renew the engagement of an accounting firm, it shall notify the accounting firm thirty days in advance. The accounting firm should be allowed to make representations when the general meeting conducts a vote on the dismissal of the accounting firm.

If an accounting firm tenders its resignation, it shall explain to the general meeting whether there were any improper circumstances involving the Company.

Chapter 8 Notice and Announcement

Section 1 Notice

Article 178 The Company's notices shall be issued in the following forms:

- (I) delivered by hand;
- (II) delivered by telephone or other online communication tools;
- (III) delivered by express delivery;
- (IV) delivered by mail, fax, email, etc.;

- (V) by way of announcement on the websites designated by the Company and the Hong Kong Stock Exchange subject to laws, administrative regulations and the listing rules of the stock exchange where the Company's shares are listed;
- (VI) other forms recognized by the relevant regulatory authorities of the place where the Company's shares are listed or as stipulated in these Articles.

Article 179 Notices issued by the Company by way of announcement shall be deemed to have been received by all relevant persons once announced.

Article 180 Notices for convening general meetings of the Company shall be given by way of written notice, telephone, fax, email or announcement, etc.

Article 181 Notice for convening meetings of the board of directors of the Company shall be given by way of written notice, telephone, fax, email or announcement, etc.

Article 182 For a notice of the Company delivered by hand, the addressee shall sign (or seal) the delivery receipt, and the date of signature by the addressee shall be the date of service. For a notice of the Company sent by mail, the third business day from the date of delivery to the post office shall be the date of service. For a notice of the Company sent by fax, the date of sending the fax shall be the date of service. For a notice of the Company sent by email, the date of sending the email shall be the date of service. For a notice of the Company given by telephone, the date of the notice shall be the date of service.

Article 183 The accidental omission to give notice of a meeting to any person entitled to such notice, or the non-receipt of such notice by such person, shall not, in itself, invalidate the meeting or any resolution passed thereat.

Section 2 Announcement

Article 184 For matters that are required to be announced by laws, administrative regulations, rules, and these Articles, the Company shall also give notice by way of announcement.

Article 185 If an announcement should be issued to H shareholders in accordance with these Articles, such announcement shall also be published in accordance with the methods specified in the Hong Kong Listing Rules. The information disclosed by the Company in other public media shall not be released earlier than that through the designated newspapers and websites, and announcements of the Company shall not be substituted with other forms such as press releases or responses to media inquiries.

Article 186 The board of directors shall have the power to decide to change the Company's information disclosure media, provided that the designated information disclosure media shall meet the qualifications and conditions stipulated by relevant laws and regulations of the Chinese Mainland and Hong Kong, as well as the securities regulatory authorities of the State Council, overseas regulatory authorities, and the stock exchange where the Company's shares are listed.

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

Section 1 Merger, Division, Capital Increase and Capital Reduction

Article 187 A merger of the Company may be effected by way of absorption merger or establishment merger.

The absorption of other companies by one company constitutes an absorption merger, and the absorbed companies are dissolved. The merger of two or more companies to establish a new company constitutes an establishment merger, and all merging parties are dissolved.

Article 188 If the consideration paid for the merger of the Company does not exceed 10% of the Company's net assets, it may be carried out without a resolution of the general meeting, unless otherwise provided in these Articles. The Company merger without a resolution of the general meeting in accordance with the preceding paragraph shall be subject to a resolution of the board of directors.

Article 189 For the Company merger, the merging parties shall enter into a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days from the date on which the merger resolution is made and shall publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days. Creditors may, within thirty days since the date of receiving the notice, or for creditors who do not receive the notice, within forty-five days since the date of the public announcement, demand the Company to settle their debts or provide relevant guarantees.

Article 190 Upon the Company merger, the claims and debts of the merging parties shall be assumed by the surviving company or the newly established company after the merger.

Article 191 If the Company is divided, its assets shall be divided accordingly.

If the Company is divided, it shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days from the date on which the division resolution is made and publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days.

Article 192 The debts of the Company prior to the division shall be jointly and severally borne by the companies after the division, unless otherwise agreed in a written agreement reached between the Company and its creditors prior to the division regarding the settlement of debts.

Article 193 When the Company reduces its registered capital, it shall prepare a balance sheet and an inventory of assets.

The Company shall notify its creditors within ten days from the date when the general meeting makes a resolution to reduce the registered capital, and shall announce it in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days. Creditors shall, within thirty days since the date of receiving the notice, or for creditors who do not receive the notice, within forty-five days since the date of the public announcement, have the right to request the Company to settle their debts or provide relevant guarantees.

The registered capital of the Company after reduction shall not be lower than the statutory minimum limit.

Article 194 If the Company still has losses after making up for losses in accordance with the provisions of paragraph 2 of Article 164 of these Articles, it may reduce its registered capital to make up for the losses. When reducing registered capital to make up for losses, the Company shall not make distributions to shareholders, nor shall it exempt shareholders from their obligations to make capital contributions or pay for shares.

Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of Article 164 of these Articles shall not apply, but an announcement shall be made in a newspaper or on the National Enterprise Credit Information Publicity System within thirty days from the date when the general meeting makes the resolution to reduce the registered capital.

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

Article 195 If the registered capital is reduced in violation of the Company Law and other relevant regulations, shareholders shall return the funds they have received, and any reduction or exemption of shareholders' capital contributions shall be reinstated; if losses are caused to the Company, the shareholders and the liable directors and senior management shall bear the liability for compensation.

Article 196 When the Company issues new shares to increase the registered capital, shareholders do not have preemptive rights, unless otherwise specified in these Articles or decided by a resolution of the general meeting that shareholders shall have preemptive rights.

Article 197 If the Company is merged or divided and the registered items change, it shall complete the registration of changes with the company registration authority in accordance with the law; if the Company is dissolved, it shall complete the registration for cancellation in accordance with the law; if a new company is established, the establishment registration shall be completed in accordance with the law.

The Company shall apply to the company registration authority for registration of changes in accordance with the law when increasing or reducing its registered capital.

Section 2 Dissolution and Liquidation

Article 198 The Company may be dissolved for any of the following reasons:

- (I) the term of business operation prescribed in these Articles expires or any other circumstance for dissolution prescribed in these Articles occurs;
- (II) the general meeting resolves to dissolve the Company;
- (III) dissolution is required due to merger or division of the Company;
- (IV) the Company is revoked of its business license, ordered to close down or annulled according to law;
- (V) the people's court orders dissolution by Article 231 of the Company Law;
- (VI) where the Company has serious difficulties in its business management and its subsistence will cause serious damage to the interests of shareholders, which is unable to be resolved through any other means, shareholders representing more than 10% of all voting rights may apply to the people's court for dissolution of the Company.

Upon occurrence of any of the above dissolution events as specified in the preceding paragraph, the Company shall disclose the dissolution causes through the National Enterprise Credit Information Publicity System within ten days.

Article 199 Where any of the circumstances prescribed in items (I) and (II) occurs and the Company has not yet distributed assets to shareholders, the Company may continue to exist after the amendment to these Articles or by resolution of the general meeting.

An amendment to these Articles or a resolution made by the general meeting in accordance with the preceding paragraph shall be passed by more than two-thirds of the voting rights held by the shareholders present at the general meeting.

Article 200 If the Company is dissolved under items (I), (II), (IV) or (V) of paragraph 1 of Article 198 of these Articles, liquidation shall be carried out. The directors are the liquidation obligors of the Company and shall set up a liquidation committee to conduct liquidation within fifteen days from the date of occurrence of the cause for dissolution. The liquidation committee shall be composed of directors, unless otherwise provided in these Articles or another person is elected by a resolution of the general meeting. If the liquidation obligor fails to perform the liquidation obligation in a timely manner and causes losses to the Company or creditors, he shall be liable for compensation.

Article 201 The liquidation committee shall exercise the following functions and powers during the liquidation:

- (I) to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively;
- (II) to notify and announce to creditors;
- (III) to deal with the Company's outstanding business related to the liquidation;
- (IV) to pay off any overdue tax and any tax incurred during the liquidation process;
- (V) to settle claims and debts;
- (VI) to distribute the remaining assets of the Company after paying off debts;
- (VII) to represent the Company in any civil procedures.

Article 202 The liquidation committee shall notify its creditors within ten days since the date it is established, and make announcements in a newspaper or on the National Enterprise Credit Information Publicity System within sixty days. Creditors shall, within thirty days since the date of receiving the notice, or for creditors who do not receive the notice, within forty-five days since the date of the public announcement, report their creditors' rights to the liquidation committee.

When declaring claims, creditors shall explain the relevant details of the claims and provide supporting documentation. The liquidation committee shall register the claims.

During the period for declaring claims, the liquidation committee shall not make payments to creditors.

Article 203 After liquidating the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit it to the general meeting or the people's court for confirmation.

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

During the liquidation period, the Company continues to exist, but shall not carry out business activities unrelated to liquidation. The Company's property shall not be distributed to shareholders before it is liquidated in accordance with the provisions of the preceding paragraph.

Article 204 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 its debts in full, it shall apply to the people's court for a declaration of bankruptcy.

Upon acceptance of a bankruptcy application by a people's court, the liquidation committee shall refer the liquidation matters to bankruptcy administrator designated by the people's court.

Article 205 Following the completion of liquidation of the Company, the liquidation committee shall formulate a liquidation report, submit the same to the general meeting or the people's court for confirmation, and submit the aforementioned documents to the company registration authority to apply for company deregistration.

Article 206 The members of the liquidation committee performing their duties of liquidation are bound by duties of loyalty and diligence.

Any member of the liquidation committee who neglects to fulfill his/her liquidation duties, thus causing any loss to the Company shall be liable for compensation, and any member of the liquidation committee who causes any loss to any creditor due to his/her intentional or gross negligence shall be liable for compensation.

Article 207 If the Company is declared bankrupt according to law, bankruptcy liquidation shall be carried out in accordance with the laws on enterprise bankruptcy.

Chapter 10 Amendments to the Articles of Association

Article 208 The Company shall amend the Articles of Association under any of the following circumstances:

- (I) after the Company Law or relevant laws, administrative regulations or securities regulatory rules of the place where the Company's shares are listed are amended, the provisions of the Articles of Association are in conflict with the provisions of the amended ones;
- (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 209 Matters of amendments to the Articles of Association passed by the general meeting that require approval by the competent authority shall be submitted for approval; those involving changes to the Company registration shall be handled in accordance with the law for change registration.

Article 210 The board of directors shall amend these Articles in accordance with the resolution of the general meeting on amending the Articles of Association and the approval opinions of the relevant competent authority.

Article 211 Matters concerning the amendments to the Articles of Association that constitute information required to be disclosed by laws and regulations shall be announced in accordance with the provisions.

Chapter 11 Supplementary Provisions

Article 212 Definitions

- (I) controlling shareholder refers to a shareholder whose shareholding exceeds 50% of the total share capital of a joint stock limited company; or a shareholder whose shareholding does not exceed 50% but whose voting rights attached to the shares held are sufficient to exercise significant influence over resolutions of the general meeting.
- (II) actual controller refers to a natural person, legal person, or any other entity that is able to actually control the acts of the Company through investment relationships, agreements, or other arrangements.
- (III) connected relationship refers to the relationship between the Company's controlling shareholder, actual controller, directors, and senior management and the enterprises directly or indirectly controlled by them, as well as other relationships that may lead to the transfer of the Company's interests. However, enterprises controlled by the state shall not be deemed to be related solely because they are controlled by the state. For the purposes of these Articles, terms such as "connected", "connected transactions", and "connected relationships" shall have the meanings ascribed to them in the Hong Kong Listing Rules.

Article 213 These Articles are written in Chinese. In case of any discrepancies between different versions of the articles of association and these Articles, these Articles most recently approved and registered with the market supervision and administration bureau shall prevail.

Article 214 The terms "above", "within", "below" and "prior to" mentioned in these Articles are inclusive of the number mentioned; "exceeds", "less than", "beyond", "lower than" and "more than" are exclusive of the number mentioned.

Article 215 The board of directors of the Company is responsible for the interpretation of these Articles.

Article 216 The appendices to these Articles include the rules of procedure for the general meeting and the rules of procedure for the board of directors.

Article 217 Matters not covered by these Articles shall be handled in accordance with the relevant provisions of laws, regulations and the securities regulatory authority of the place where the Company's shares are listed, in conjunction with the actual situation of the Company. In case of any conflict between these Articles and the laws and regulations or the listing rules of the place where the Company's shares are listed as promulgated from time to time, the laws and regulations or the listing rules of the place where the Company's shares are listed shall prevail.

Article 218 Upon being approved by the general meeting of the Company, these Articles shall come into force from the date when the Company's H shares are issued and listed on the Hong Kong Stock Exchange. From the effective date of these Articles, the original articles of association of the Company shall automatically become void.

(Below intentionally left blank)